

OAKLAND CITY COUNCIL

RESOLUTION No. 81328 C.M.S.

RESOLUTION OF INTENTION TO FORM THE DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT OF 2008, GRANTING PRELIMINARY APPROVAL OF THE MANAGEMENT PLAN, DIRECTING FILING OF THE PROPOSED ASSESSMENT DISTRICT BOUNDARY DESCRIPTION, SUBMITTING A PROPOSED ASSESSMENT TO THE AFFECTED PROPERTY OWNERS FOR MAJORITY PROTEST PROCEDURE APPROVAL; AND SCHEDULING A PUBLIC HEARING FOR JULY 15, 2008

WHEREAS, the City Council of the City of Oakland enacted the City of Oakland Business Improvement Management District Ordinance (Chapter 4.48, Ordinance 12190, 1999) establishing the procedures for the formation of business improvement management districts; and

WHEREAS, the City Council approved a Neighborhood Business Improvement District ("NBID") Program pursuant to Oakland City Council Resolution No. 75323, dated November 9, 1999, to provide technical and financial assistance to stakeholder groups of business and property owners in the City to assist in the formation of such districts; and

WHEREAS, the property owners in the Downtown Oakland district have duly petitioned to form the Downtown Oakland Community Benefit District of 2008 ("District") under the City of Oakland Business Improvement Management District Ordinance (the "BIMD Ordinance") and have proposed the Management Plan for the operation of the District ("Plan") (Exhibit A); and

WHEREAS, the Plan contains a detailed engineer's report prepared by a registered professional engineer recognized by the State of California; and

WHEREAS, the Plan was prepared in accordance with the provisions Article XIII of the California Constitution, and has been filed with the City Clerk for proceedings in formation of this district; and

WHEREAS, the Plan, incorporated by this reference, provides for new security, cleaning and beautification of public rights of way, promotional and marketing activities and improvements of particular benefit to the properties located within the District (as more specifically identified in the Plan); and

WHEREAS, the Plan was prepared in accord with the provisions of the BIMD Ordinance overseeing the formation of the District as referenced above, and has been filed with the City Clerk for proceedings in formation of this District;

NOW, THEREFORE, the City Council of the City of Oakland finds that the Management Plan for the District satisfies all the requirements of the BIMD Ordinance, the laws of the State of California and the California Constitution with regard to the formation of business improvement management districts, and does hereby resolve and give notice as follows:

1. A business improvement management district is proposed to be established pursuant to the BIMD Ordinance with the boundaries as specified in the Plan on file in the office of the City Clerk, a copy of which is attached hereto as Exhibit A.
2. A copy of the preliminary report of the City Clerk is on file in the office of the City Clerk relating to the formation of the District.
3. The Plan for the District is preliminarily approved and the assessments for the first year shall be as provided for in the Plan if the district is established.
4. The name of the District shall be the Downtown Oakland Community Benefit District of 2008.
5. The reasons for the assessments and the types of the improvements and activities proposed to be funded and acquired by the levy of assessments on property in the District and the time period for which the proposed improvements are to be made are those specified in the Plan on file in the office of the City Clerk and attached hereto (Exhibit A).
6. Except where funds are otherwise available, an assessment will be levied annually to pay for all improvements and activities within the area.
7. The boundaries of the District and of each separate benefit zone within the district are delineated in the description contained in the Plan which is on file in the office of the City Clerk (Exhibit A).
8. The proposed method and basis of levying the assessments to be levied against each property in the District are based on the gross lot size, gross building square footage, building use, linear frontage of each property located within the District, and upon the benefit zone in which the property is located (as specified in the Plan – Exhibit A), and the assessments proposed for each property are contained in the appendix to the Plan and are incorporated herein by this reference (Exhibit A).
9. The assessments for the entire District total \$902,793 for the first year of the District, and the amount chargeable to each parcel are as shown in the Plan on file in the office of the City Clerk and in the appendix to Exhibit A attached hereto.
10. The District shall be in existence for a period of ten (10) years (as provided for in the Plan) during which a maximum 5% increase per year in the amount of the assessment on each property shall be allowable as provided for in the Plan.
11. The assessment shall be attached to the property and collected with the annual county property taxes, and in certain cases through a special municipal billing, and

shall continue annually as provided for in the Plan for each year that the District is in existence unless modified by the City Council on the recommendation of the District Advisory Board.

12. The City Clerk is directed to mail a copy of the Resolution of Intention to form the District along with the ballots for the written protest procedure to all affected property owners in the District in compliance with the BIMD Ordinance and Article XIII of the California Constitution and to each local Chamber of Commerce and business organization known to be located within the District, give all other notices and take all other actions required by law, and give notice of the dates of the Public Hearing and Final Action on the Petition for Formation of the District to all affected property owners in the proposed District no later than forty five (45) days before the scheduled public hearing, and also publish the Resolution of Intention in a newspaper of general circulation in the City of Oakland once, at least seven (7) days before the public hearing. The ballots mailed to the affected property owners shall contain the procedures for the completion and return of the ballots.
13. A Public Hearing is set for July 15, 2008, (at 7:00 P.M. in the City Council Chambers in City Hall, located at 1 Frank H. Ogawa Plaza, Oakland California) to hear all public comments, protests, count the returned ballots as to the formation of the District, and take final action as to the formation of the District.
14. At the hearing the testimony of all interested persons for or against the establishment of the District, the proposed assessment, the boundaries of the District, or the furnishing of the specified types of improvements or activities will be heard.
15. A protest may be made in writing by any interested person through the ballot procedure. The procedures applicable to the completion and return of the ballots are as specified in the ballot, a copy of which is attached hereto and incorporated herein by this reference (Exhibit B). Any protest pertaining to the regularity or sufficiency of the proceedings shall be in writing and shall clearly set forth the irregularity or defect to which the objection is made.
16. Every written protest shall be filed with the City Clerk at or before the time fixed for the public hearing. A written protest may be withdrawn in writing at any time before the conclusion of the public hearing.
17. Each written protest shall contain a description of the property in which the person subscribing the protest is interested sufficient to identify the property and, if a person subscribing is not shown on the official records of the City as the owner of the property, the protest shall contain or be accompanied by written evidence that the person subscribing is the owner of the property.
18. A written protest which does not comply with the requirements stated above shall not be counted in determining a majority protest.

19. After the close of the Public Hearing, the ballots will be tabulated under the direction of the City Clerk and the results of the tabulation will be reported to the City Council. If written protests are received from the property owners in the proposed area which will pay 50 percent or more of the assessments proposed to be levied and protests are not withdrawn so as to reduce the protests to less than that 50 percent, the assessment will not be imposed. If the majority protest is only against the furnishing of a specified type or types of improvement or activity within the area, those types of improvements or activities shall be eliminated.

IN COUNCIL, OAKLAND, CALIFORNIA, MAY 20 2008.

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS , BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, ~~REID~~, AND
PRESIDENT DE LA FUENTE - 7

NOES- 0

ABSENT- Reid - 1

ABSTENTION- 0

EXCUSED - 0

ATTEST: _____

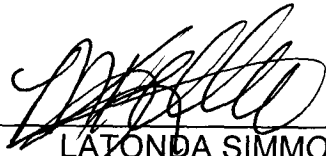

LATONDA SIMMONS
City Clerk and Clerk of the Council
of the City of Oakland, California

EXHIBIT A

FINAL PLAN

**MANAGEMENT DISTRICT PLAN FOR THE
DOWNTOWN OAKLAND
COMMUNITY BENEFIT DISTRICT**

OAKLAND, CALIFORNIA

*Prepared pursuant to the City of Oakland's
Business Improvement Management District Ordinance of 1999
12190, Under Municipal Code Chapter 4.48
for the Downtown Oakland Business and Property Owners*

Prepared for:

The Oakland City Council
The Community Economic Development Agency - City of Oakland

by

Marco Li Mandri, President
NEW CITY AMERICA INC.
(888) 356-2726

APRIL 17, 2008

**DOWNTOWN OAKLAND
MANAGEMENT DISTRICT PLAN FOR THE NEW
COMMUNITY BENEFIT DISTRICT –
FINAL PLAN – APRIL 2008**

*(Formed under the Business Improvement Management District
Ordinance # 12190, Chapter 4.48 City of Oakland Municipal Code)*

**SECTION 6 - MANAGEMENT DISTRICT PLAN,
DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT PLAN**

- 1. MAP OF THE DISTRICT**
- 2. NAME OF THE PROPOSED DISTRICT**
- 3. DESCRIPTION OF BOUNDARIES OF THE DISTRICT**
- 4. THE IMPROVEMENT AND ACTIVITIES PROPOSED EACH YEAR**
- 5. TOTAL ANNUAL AMOUNT PROPOSED TO BE EXPENDED FOR IMPROVEMENT,
MAINTENANCE AND OPERATIONS**
- 6. THE PROPOSED SOURCE(S) OF FINANCING INCLUDING THE PROPOSED METHOD
AND BASIS OF LEVYING THE ASSESSMENTS**
- 7. THE TIME AND MANNER OF COLLECTING THE ASSESSMENTS – TERM AND
DISESTABLISHMENT PROCEDURES**
- 8. ADVISORY BOARD AND MANAGEMENT OF THE DISTRICT**
- 9. ENGINEER'S REPORT**

APPENDIX:

PARCEL LIST

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT (CBD)

MANAGEMENT DISTRICT PLAN – EXECUTIVE SUMMARY

In the summer of 2007, business and property owners in Downtown determined that they wanted to improve Downtown Oakland. With over 20,000 employees working in and around City Hall, the Federal Center and State Building, Downtown Oakland needs additional services that the City does not have the ability to provide. In response to this situation, the Downtown property owners pooled their funds to hire New City America, Inc. to investigate and form a new "Downtown Oakland Community Benefit District". This Management District Plan is the result of that 8 month effort.

The intent of this effort is to improve the public rights of way for all who work, live, conduct business, rent property in, or visit Downtown.

Downtown Oakland business and property owners have not been organized into a cohesive, effective group for a very, very long time. The effort to form this CBD is consistent with what business and property owners have done throughout Oakland and San Francisco over the past five years.

Currently, similar Business Improvement Districts or Community Benefit Districts are operating in Rockridge, Lakeshore, Montclair, Fruitvale, Laurel, Temescal/Telegraph and the Koreatown/Northgate districts. Efforts are currently underway in Lake Merritt/Uptown and under consideration in several other commercial corridors and neighborhoods of Oakland.

The issues of security, maintenance of order, cleanliness and safety are paramount to all who work in, conduct business in and visit Downtown Oakland. Many of us have seen the image of this district, as well as the image of Oakland, as a whole, tarnished by recent events depicting a troubled, dangerous area.

These are issues that cannot be resolved by the City of Oakland alone, but rather must be handled at the community level. The proposed Downtown Oakland CBD would be funded through an assessment levied on each and every parcel in the boundaries of the district. Affected property owners, through the Downtown Oakland CBD Steering Committee, has determined the exact costs of funding these special benefit services.

All properties, public, private, commercial, residential and non-profit would be included in this new assessment district and all will be required to participate financially upon approval.

Prioritized Special Benefits Preferred by Supporters of District:

In October 2007, a mailed survey was sent to all property owners in the study area for the Downtown Community Benefit District. The following special benefit services were prioritized by property owners as a result of this survey:

- # 1. Funding security services for Downtown Oakland over and above the Oakland Police Department;
- #2 Funding special benefit services that provide ambassador services to create a safer walking environment in the public rights of way;
- #3 Altering the media portrayal of Oakland to a more positive image which will impact property values in the area;
- #4 Sponsoring property owner funded events that will improve the identity of Downtown Oakland, as well as bring positive attention to the district;

Purpose of new district:

Oakland is the largest City in the East Bay and the focal point of transportation linkages throughout the region. Daily, it is the workplace for tens of thousands of private and public employees that serve this vital core area.

Downtown Oakland is the hub of commerce for the entire East Bay consisting of the City/State/Federal buildings, Frank Ogawa Plaza, City Center, Clorox Corporate Headquarters, University of California Office of the President, the Downtown Marriott, the restored Old Oakland blocks, the Tribune Building, the Rotunda Building, the Union Bank building, the Press building, great architectural buildings along the east side of Broadway and a great mix of small and large buildings alike.

Downtown Oakland is also the center of LEED certified buildings within the region, with many new developments planned by the Shorenstein Company, SKS Investments, along with historic restoration projects of older office buildings into lofts and residential condos. Downtown Oakland still maintains a great accumulation of historically significant architectural masterpieces, rivaling the buildings found throughout Downtown San Francisco and the Broadway Corridor in Downtown Los Angeles.

The primary need for this CBD or special services district is to respond effectively to the issue of crime, disorder and the problematic image of Downtown Oakland.

The desirability of locating a business or residential complex in Downtown is growing, but Downtown Oakland suffers a severe image problem. Currently, most of Downtown is a 5 day per week, 40 hour per week district, with most businesses closing down on the weekend and in the evening hours.

The Downtown CBD seeks to reverse this poor image and bring life into the district. The CBD seeks to expedite the revitalization process and begin the turnaround of the perception of this area. Through the proposed assessments generated in the district, "special benefits" will be used fund services over and above those currently provided by the City of Oakland. The CBD will also have a District Management non-profit corporation which will oversee and direct the allocation of those funds to maximize the delivery of additional services.

The special benefits funded by the Downtown Oakland CBD would include, but not be limited to:

1. Regular sidewalk sweeping/cleaning and steam cleaning of sidewalks; Systematic trash emptying, distribution of many more trash cans than what currently exists in the district;
2. Working with BART PD, OPD, AC Transit and other locally based security firms to coordinate all security needs throughout the district;
3. Funding experienced security services to patrol the district six days per week, in eight hours shifts, 12 noon – 8:30 p.m.
4. Providing funding for enhanced landscaping and beautification efforts;
5. Quick removal of graffiti;
6. Increasing retail commerce in the district, particularly along Broadway;
7. Funding business attraction strategies;
8. Monitoring the entrance and exits of the 12th Street BART as demand requires.
9. Development and maintenance of dynamic public spaces or squares to allow employees and visitors to enjoy the area;
10. Provide ambassador services to create a safer walking environment for day and evening activities.
11. Branding the district through new programs and partnering with other groups for holiday events;
12. Taking advantage of the district's unique regional transportation connections
13. Creating a "green street" image in Downtown. This might include better uniformed landscaping with trees, hanging plants and sidewalk planters which would be maintained by the district maintenance crew;
14. Partnering with the Lake Merritt/Uptown CBD and any of the CBDs to be formed in the general Downtown area to determine best practices and mutual contractors for cost efficiencies;

The district is envisioned to be established for 10 years commencing January 1, 2009. Provisions in the local enabling ordinance also provide for annual disestablishment procedures based on the same method that establishes the district, as more fully explained in the "Disestablishment" section of this document.

Property Variables to Be Assessed:

Three property variables will be used to fund the special benefit services of the district. Those variables will include: lot or parcel size, building square footage, and linear frontage. In addition, "benefit zones" will be used to determine the frequency of benefits received. There will be a primary benefit zone and a secondary benefit zone.

Two exceptions to this methodology will be:

1. Single family residential parcels *will not be assessed for linear frontage or lot size*. This residential assessment methodology applies to all single family residential unit parcels, or condos that currently do not exist, but may be built within the term of the district. These single family residential unit parcel assessments will fund enhanced beautification geared to the residents as well as evening security needs, seven day per week, spot sidewalk cleaning, placement of pet waste receptacle stations and other special benefit services desired by the new condo owners of the CBD.

Ground floor or commercial/retail uses or commercial condos on the ground floor of a residential condo building, will be assessed similar to all other commercial properties, that is, for the commercially used lot size, linear frontage and actual building square footage.

2. Parking square footage within the walls of a building on a single parcel, that predominantly serves the tenant needs of that building, will have the relevant building square footage devoted to parking subtracted from the overall building square footage of the building.

Total First Year Budget for the Downtown CBD:

The following data forms the basis for property assessments in the first year of the proposed CBD:

Property Variable	Benefit Zone 1 Total Square or Linear Footage	Benefit Zone 2 Total Square or Linear Footage	Amount Generated from Property Variable, Zone 1	Amount Generated from Property Variable, Zone 2
Building Square Footage	3,866,500 sq. feet	1,928,447 sq feet	\$ 278,040.00	\$ 112,641.00
Parcel Lot Size	1,053,717 sq. feet	340,526 sq. feet	\$ 144,918.00	\$ 46,832.00
Linear Frontage	15,604 linear feet	4,589 linear feet	\$ 255,593.00	\$ 64,769.00
Single Family Residential Unit Parcels	0 sq. feet	0 sq. feet	\$ 00.00	\$ 00.00
Sub- Total			\$ 678,551.00	\$ 224,242.00

Property Variable	Total Square or Linear Footage, both Benefit Zones	Amount Generated from Both Benefit Zones
Building Square Footage	5,794,947 sq. feet	\$ 390,681.00
Parcel Lot Size	1,394,243 sq. feet	\$ 191,750.00
Linear Frontage	20,193 linear feet	\$ 320,362.00
Single Family Residential Unit Parcels	0 sq. feet	\$ 00.00
Total		\$ 902,793.00

Benefit Zones:

There will be two benefit zones in the Downtown Oakland Community Benefit District.

Zone 1 is anticipated to derive the greatest benefit from the assessments generated from the district. These parcels will benefit from the beautification funding, have greater frequency of sidewalk sweeping and steam cleaning and from the district identity services funded from the district's special benefit services.

Zone 1 parcels include all of those:

- between Broadway and Franklin Street, north of 9th Street, up to 17th Street;
- all of the parcels east of San Pablo Avenue, up to Franklin Street, south of 17th Street;
- all of the parcels between 16th and both sides of 17th Street, between Clay Street and Broadway;
- all of the parcels south of 11th Street, up to 8th Street, between Washington Street and Broadway, within the boundaries of the district;

Zone 2 is anticipated to derive less special benefit from the assessments generated from the district. These parcels will also benefit from the beautification funding, have a lesser frequency of sidewalk sweeping and steam cleaning and do not require as many services from the district identity component of the district. Zone 2 includes those parcels defined by:

- The Shorenstein Company, Clorox Corporation, Brandywine Realty and RReef complexes fronting along the west side of Broadway from 11th Street north to 14th Street, and running westward almost to Clay Street, and;
- Oakland City Hall, the entire Frank Ogawa Plaza and the City Administrative Building at 250 Frank Ogawa Plaza and Clay Street Garage;

Apportionment of Property Variables to Fund Various Special Benefit Services by Benefit Zone:

100% of the linear frontage assessments (\$ 320,362.00) and all of the parcel or lot size assessments (\$191,750.00) will fund the Sidewalk Operations, Beautification and Order services. 100% of the lot size assessments will be equally apportioned to all parcels throughout the district to pay for first year special benefit security services. Linear frontage assessments will pay for sidewalk cleaning at varying frequencies in Benefit Zones 1 and 2 and will be apportioned based upon the frequency of services applied based upon the two benefit zones.

Building assessments will fund the following services:

- a. Ten per cent of the district building assessments (\$ 40,000), will be used to fund the equipment needs of the Sidewalk Operations, Beautification and Order component of the budget throughout the entire district;
- b. Building assessment will also fund District Identity special benefit services, with Benefit Zone 1 paying 85% of the first year district identity costs, (\$90,000), and Benefit Zone 2 paying 15% of the District Identity services;
- c. The balance of building assessments (\$260,681) will fund the administrative and contingency components of the budget and will

be apportioned equally to all building square footage in Benefit Zone 1 and 2.

Annual First Year Cost and Budget:

The annual first year budget is \$ 902,793.00. Each parcel has been analyzed to determine proper category of use and therefore benefit as it applies to the services of each benefit zone. The summary of the 2009-19 operating budget for the Downtown Oakland CBD includes the ten year projection, is provided in this plan.

FIRST YEAR ANNUAL BUDGET BY CATEGORY OF SPECIAL BENEFIT SERVICES

PROGRAM OR ACTIVITY FUNDED BY THE DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT	APPROXIMATE % OF FIRST YEAR ANNUAL BUDGET	ESTIMATED ANNUAL COSTS (FIRST YEAR FUNDING SOURCE)
Sidewalk Operations, Beautification and Order	61%	\$ 552,000.00 <i>(100% of the Linear frontage and 100% of the Lot Size assessments, plus 10% of the Building square footage assessments)</i>
District Identity and Signage	10%	\$ 90,000.00 <i>(Building Square Footage assessments, Benefit Zone 1 pays for 85% of these services)</i>
Enhanced Residential Beautification and Evening Security (for future use when condos are built in the district)	0%	\$ 00.00 <i>(Single Family Residential Unit Parcel assessments)</i>
Administration/Corporate Operations	20%	\$ 180,000 <i>(Building square footage assessments)</i>
Contingency/City Fees/Reserves	9%	\$ 80,793.00 <i>(Building square footage assessments)</i>
TOTAL	100%	\$ 902,793.00

Annual Costs (First Year)

The first year annual costs, by property variable, to fund the special benefit services of the proposed Downtown Oakland Community Benefit District are as follows.

Property owners and organizations that funded the formation and advance services programs of the CBD shall be entitled to be repaid for their verified contributions during the first one or two years of the district, from the assessment district revenues. Advance special services and formation funding shall not exceed 25% of the first year assessment revenues.

First Year Annual Costs for the Downtown CBD by Benefit Zone

Property Variable	First Year Annual Cost Benefit Zone 1	First Year Annual Cost, Benefit Zone 2
Building Square Footage (Non-residential)	\$ 0.07191 per square foot	\$ 0.05841 per square foot
Lot or Parcel size	\$ 0.13753 per square foot	\$ 0.13753 per square foot
Linear Frontage	\$ 16.38 per linear foot	\$ 14.114 per linear foot
Single Family Residential Unit Parcel - building square footage only	\$ 0.30 per square foot of livable residential building space	\$ 0.30 per square foot of livable residential building space

A commercial property owners' assessment, regardless of Benefit Zone, is determined by adding the linear frontage costs *plus* the lot size costs *plus* the building size costs. In later years of the term of the Downtown CBD, when they have been constructed in the district and added to the database, a single family residential unit parcel property owners' assessment will be determined by multiplying the livable building square footage by the proposed assessment.

Administration:

The district shall be managed by a yet-to-be-formed non-profit corporation district management corporation called the Downtown Oakland Association of Oakland. The new Board of Directors will consist of property owners, businesses and residents who are assessed within the district. This entity shall enter into a contract with the City of Oakland to administer the district on behalf of all property owners.

Commencement, Termination and Disestablishment:

The district's first assessments will be collected with 2008-09 property tax cycle, with the first installments due in December 2008. The district would commence operations January 1, 2009 and expire on December 31, 2018.

Provisions in the local enabling ordinance also provide for annual disestablishment procedures based on the same method that establishes the district, as more fully explained in the "Disestablishment" section of this document.

Establishment Process:

The district is established pursuant and in accordance with the local enabling ordinance, as well as assessment mail ballot procedures as laid out in the 218 Omnibus Act of 1998.

A petition representing a minimum of 30% of those property assessments which will pay into the district, or \$ 271,000.00, will be submitted to the City in mid April, triggering the assessment balloting procedure. Once the ballots are mailed out, the Downtown Oakland CBD will be established if the weighted majority of return ballots endorse the CBD's formation.

Annual Adjustments:

The Board of Directors of the new District Management Corporation will be given the option to increase the assessments annually based upon the Alameda County regional Consumer Price Index published indicator or by an amount not to exceed 5% from the previous year's assessments. The Downtown Oakland CBD Management Corporation shall have the right to shift priority services *within* the five special benefit categories as they feel appropriate and as long as those shifts in services remains consistent with the intent of the plan. The District Management Corporation Board shall also have the right to shift up to 10% per year from category to category, each year, as needs change with the priorities of special benefits.

The recommendations for any increase shall be submitted to the City Council and such increases will be implemented upon approval of the Oakland City Council.

First Installment of Assessments:

The Downtown Oakland CBD assessments appear for the first time on the 2008-09 property tax bills. The assessments are collected with the property tax bills distributed by the Alameda County tax assessor. Once collected with the County property tax bills, the assessments for the Downtown Oakland CBD will be sent to the City of Oakland. The City of Oakland then enters into a contract with the designated District Management Corporation of property owners within the Downtown Oakland CBD to manage the district and deliver special benefit services to the assessed property owners.

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT MANAGEMENT PLAN - 2008

1. MAP OF THE DISTRICT:

A map of the proposed Downtown Oakland CBD is found on page 14.

2. NAME OF THE PROPOSED DISTRICT:

The name of the proposed special benefits district is the "Downtown Oakland Community Benefit District of 2008".

3. DESCRIPTION OF THE BOUNDARIES OF THE DISTRICT

Boundaries: The following text will define the boundaries of the Downtown Oakland Community Benefit District:

- Northern Boundary: All parcels on both sides of 17th Street starting at the eastern side of the intersection of 17th Street and San Pablo Avenue and running eastward to the western side of the intersection of 17th Street and Franklin;
- Southern Boundary: The parcels on the north side of 8th Street between the eastern side of the intersection of 8th Street and Washington Street running eastward to the western side of the intersection of Broadway and 8th Street. Then moving up one block north and beginning at the northeastern corner of the intersection of Broadway and 9th Street, running eastward along the north side of 9th Street to the end of the Marriot Courtyard parcel.
- Western Boundary: All of the parcels on the eastern side of the intersection of San Pablo Avenue, 17th Street, and Clay Street, running southward along the east side of Clay Street to the City parking garage at the northeastern parcel of the intersection of 14th Street and Clay Street. The western boundary then runs along the western side of the parcels fronting along the west side of Broadway at the intersection of 14th Street and Broadway, running southward to the parcel at the northwestern corner of the intersection of Broadway and 11th Street;
- Eastern Boundary: All of the parcels beginning at the southwest corner parcel of the intersection of 11th St. and Franklin Street, running

northward along the west side of Franklin Street to both corner parcels at the western side of the intersection of Franklin Street and 17th Street.

District Boundary Rationale:

The property uses within the boundaries of the Downtown Oakland Community Benefit District are a mix of office, retail, entertainment, educational, ecumenical, civic, governmental and parking. Services and improvements provided by the District are primarily designed to provide special benefits to all parcels based upon their location within the benefit zones of the district.

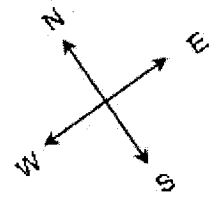
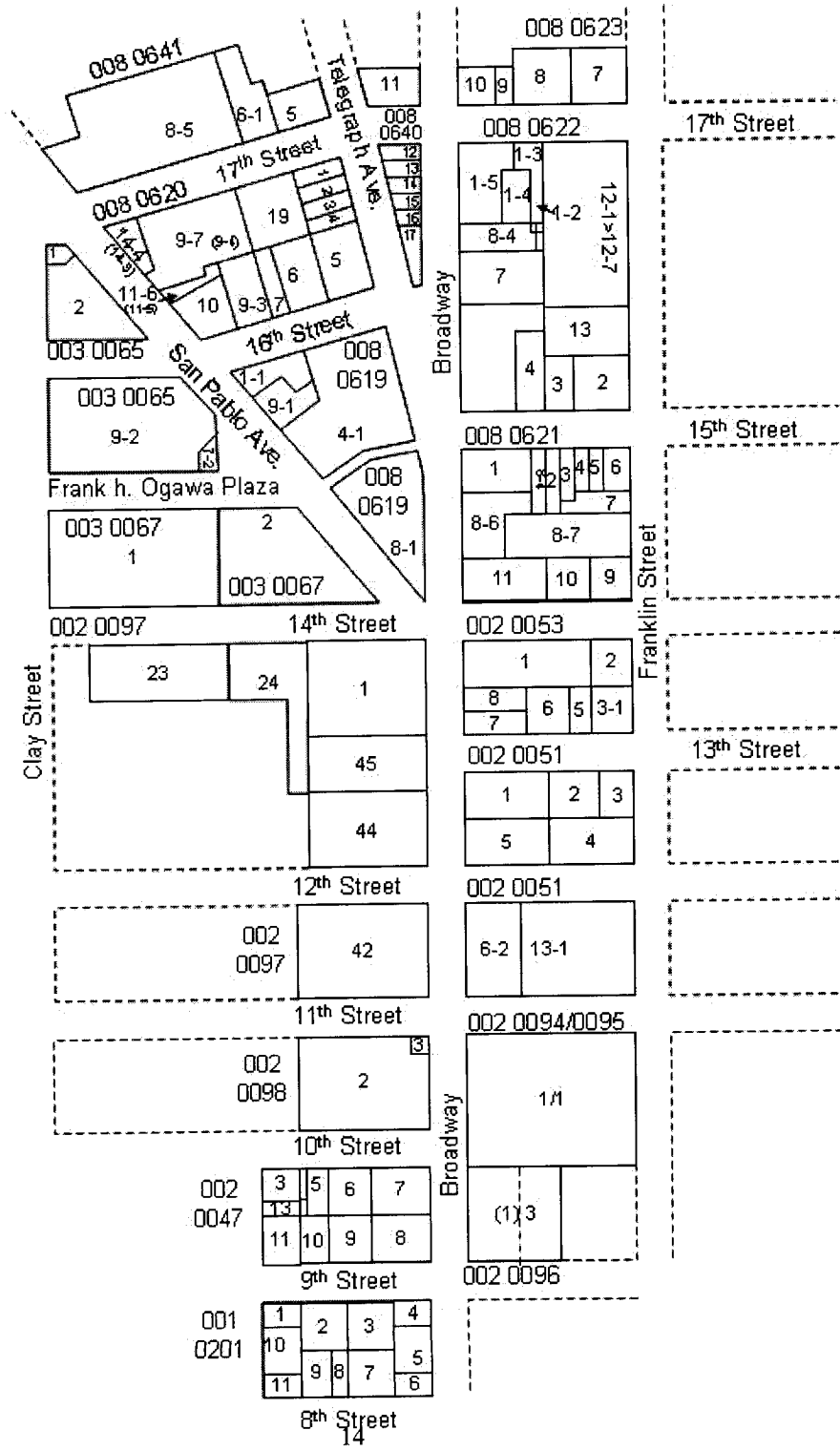
Future single family residential unit parcels will fund enhanced beautification and evening security special benefit services which will be responsive to their daily needs.

Table 3 - A
Streets and Address Series for Parcels included in the
Downtown Oakland Community Benefit District

The following chart has been included to make it easier for property owners in the proposed District to identify their parcels.

<i>Street</i>	<i>Address Series</i>
8 th Street	466 – 478
9 th Street	467 – 492
10 th Street	469 – 493
E. 12 th Street	412
13 th Street	401 – 428
14 th Street	405 – 505
15 th Street	401 – 449
16 th Street	510 – 551
17 th Street	426 – 540
Broadway	801 – 1701
Frank Ogawa Plaza	1 – 350
Franklin Street	1111 – 1701
San Pablo Avenue	1601 – 1728
Telegraph Avenue	1611 – 1701
Washington Street	806 – 922

Downtown Oakland CBD



4. THE IMPROVEMENT AND ACTIVITIES PLANNED FOR EACH YEAR

Based upon fall 2007 survey results of the Downtown Oakland property owners, and estimated costs and services, the proposed special benefits funded by the Downtown Oakland Community Benefit District are as follows: (These are suggested programs or projects to be funded by the general line items)

District Improvement and Activity Plan

All of the improvements and activities detailed below, are provided only to properties defined as being within the boundaries of the District and provide special benefit to the property owners of those properties within the District. No improvements or activities are provided to properties outside the District boundaries. All benefits derived from the assessments outlined in this Management District Plan fund services directly benefiting the property owners in this specialized district.

All benefits derived from the assessments outlined in the Management District Plan are for services directly benefiting the property, business owners and future residents within this area and support increased security, cleanliness, commerce, business attraction and retention, improved district identity, and specialized beautification services.

All services, projects, security, maintenance, beautification and professional/administration services are provided solely to properties within the District. No services will be provided to non-assessed parcels outside of the District boundaries.

The total improvement and activity plan budget for 2009, which is funded entirely by property assessments, is projected at \$ 902,793.00.

The Downtown Oakland Community Benefit District Steering Committee has prioritized the following categories of special benefit services for the new District. The categories of special benefit services provide enough clarity to property owners to understand the intent of the budget category, however give the District Management Corporation the flexibility it needs to allocate the services based upon the changing needs of the district from year to year within each budgeted category.

SIDEWALK OPERATIONS , BEAUTIFICATION, ORDER (SOBO):

\$ 552,000

61%

Examples of these special benefit services and costs include, but are not limited to:

- ❑ Private security over and above those services currently provided by the Oakland Police Department, BART Police, Alameda County Transit, and the Alameda County Sheriff's Department;
- ❑ Regular sidewalk and gutter sweeping
- ❑ Regular sidewalk steam cleaning
- ❑ Spot steam cleaning as necessary
- ❑ Beautification throughout the district
- ❑ Enhanced trash emptying
- ❑ Removal of bulky items as necessary
- ❑ Timely graffiti removal, within 24 hours as necessary
- ❑ Tree and vegetation maintenance
- ❑ Parking assistance
- ❑ Special events
- ❑ Planning of new outdoor public spaces
- ❑ Maintenance vehicle and equipment costs (if done in house)

TABLE 4 – A
SPECIAL BENEFIT SOBO SERVICES BROKEN DOWN BY FREQUENCY BY BENEFIT ZONE

Special Benefit Category/Item - %	Number of employees/contractors	Benefit Zone 1 Frequency	Benefit Zone 2 Frequency	First Year Costs
SOBO – 60%				
a. Private Security	2	6 days per week	6 days per week	\$ 192,000 (Funded by Lot Size)
b. Sidewalk sweeping, graffiti removal, dog bag maintenance, steam cleaning,	see attached	6 days	5 days	\$ 320,000 (Funded by Linear Frontage based upon Benefit Zone frequencies. Includes services b – g)
c. Regular trash removal	see attached	6 days	5 days	
d. Landscaper and maintenance	see attached	6 days	5 days	
e. Banner installation and maintenance		Quarterly	Quarterly	
f. Supervision of SOBO Services		6 days	5 days	
g. Public rights of way consulting services		As needed	As needed	
h. General Liability and vehicle insurance, Vehicle and machinery, maintenance, materials, equipment and supplies, plant material				\$ 40,000 (funded by Building Square footage costs from both Benefit Zones)
Sub-total for SOBO				\$ 552,000

Enhanced Residential Beautification/Security: (For Future Residential)

\$ 00.00 0%

Examples of these future special benefit services and costs include, but are not limited to:

- Enhanced beautification around blocks with predominantly single family residential unit parcel development. Such enhanced services would include regular security sweeps and evening monitoring, in addition to

installation of additional hanging plants, intensive sidewalk landscaping, extra trash cans, dog waste distribution boxes;

DISTRICT IDENTITY:

\$ 90,000 10%

Examples of these special benefit services and costs include, but are not limited to:

- Web site development and updating;
- Special Events
- Holiday decorations
- Branding of Downtown
- Banner programs
- Public art displays
- Logo development
- Public space design and work
- Signage
- Seasonal ornamental plantings and other special projects around Frank Ogawa Plaza

TABLE 4 – B

SPECIAL BENEFIT DISTRICT IDENTITY SERVICES BROKEN DOWN BY COSTS PER BENEFIT ZONE

Special Benefit Category/Item - %	Benefit Zone 1 Frequency	Benefit Zone 2 Frequency	First Year Costs
District Identity – 10%	85% costs	15% costs	
a. Web site;			(Funded entirely from Building Square footage assessments levied at two rates for Benefit Zones 1 and 2)
b. Special Events			
c. Holiday decorations;			
d. Branding;			
e. Banner program			
f. Public art			
g. Logo development			
h. Public space design work			
i. Signage			
j. Seasonal ornamental plantings and other special projects around Frank Ogawa Plaza			
k. Other			
	\$ 76,000	\$ 14,000	
Sub-total DISI			\$ 90,000

Administration and Corporate Operations:

\$ 180,000 20%

Examples of these special benefit services and costs include, but are not limited to:

- Staff and administrative costs
- Insurance
- Office related expenses, rent

- Financial reporting
- Accounting
- Legal work

Administrative services and costs are provided to, and apportioned equally among the building square footage of all of the parcels in the district.

CONTINGENCY/CITY AND COUNTY FEES/RESERVE: **\$**
80,793 **9%**

Examples of these special benefit services and costs include, but are not limited to:

- Delinquencies
- City Fees
- County fees
- Reserves
- Special projects

Contingency/Reserve costs are apportioned equally among the building square footage of all of the parcels in the district

TABLE 4 – C
CATEGORIES OF SPECIAL BENEFIT SERVICES – FIRST YEAR

PROGRAM OR ACTIVITY FUNDED BY THE DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT	APPROXIMATE % OF FIRST YEAR ANNUAL BUDGET	ESTIMATED ANNUAL COSTS
Sidewalk Operations, Beautification and Order	61%	\$ 552,000.00
District Identity and Signage	10%	\$ 90,000.00
Enhanced Residential Beautification and Evening Security (for future use when condos are built in the district)	0%	\$ 00.00
Administration/Corporate Operations	20%	\$ 180,000
Contingency/City and County Fees/Reserves	9%	\$ 80,793.00
TOTAL	100%	\$ 902,793.00

Reserve for Slow Payments:

A percent of the budget is held in reserve to offset delinquent and/or slow payment from both public and private properties.

City and County Fees:

Assessments are budgeted in order to fund the expenses charged by the City of Oakland and Alameda County for collection and distribution of the CBD assessments.

Reserves:

Reserves are budgeted for those funds that remain from the 9% set aside, that are over and above those that have not been collected and are over and above the city fees. These reserves shall be carried forward from year to year, or may be reallocated to the designated budgetary categories found within the Management District Plan.

Repayment of Formation and Advanced Services Funds from First Year Assessments:

Property owners who advanced funds for the formation of the Downtown Oakland CBD, as well as the funds for any advanced special benefit services prior to the receipt of the first assessment installment shall be entitled to be fully repaid for any verifiable contributions to the CBD effort. Those reimbursements shall be paid by the District Management Corporation out of the first year or second year receipts. The amount of reimbursable funds should not exceed \$100,000 for formation costs and advanced special benefit funded prior to December 31st, 2008.

Ten Year Operating Budget:

A projected ten-year operating budget for the proposed Downtown Oakland Community Benefit District is provided below. The projections are based upon the following assumptions:

- Assessments will be subject to changes in the Alameda County Consumer Price Index (CPI), with annual increases not to exceed 5% per year. Increases will be determined by the District Management Corporation Board of Directors and in no case shall annual increases exceed 5% per year.

Assessments for specific programs may be reallocated from year-to-year among District activities within a 10% range within each budget line item and may not exceed 10% of the total budget for all programs and activities. Changes based upon District needs and changed services must be approved by the Oakland City Council.

TABLE 4-D

**DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT
10 – YEAR BUDGET PROJECTION**

Projected Budget	2009	2010	2011	2012	2013
Sidewalk Operations & Beautification (61%)	\$552,000.00	\$579,600.00	\$608,580.00	\$639,009.00	\$670,959.45
DISI (10%)	\$90,000.00	\$94,500.00	\$99,225.00	\$104,186.25	\$109,395.56
Enhanced Residential Special Benefit Services	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Administrative and Corporate Relations (20%)	\$180,000.00	\$189,000.00	\$198,450.00	\$208,372.50	\$218,791.13
Contingency/ Reserve (9%)	\$80,793.00	\$84,832.65	\$89,074.28	\$93,528.00	\$98,204.40
Total (100%)	\$902,793.00	\$947,932.65	\$995,329.28	\$1,045,095.75	\$1,097,350.53

Projected Budget	2014	2015	2016	2017	2018
Sidewalk Operations & Beautification (61%)	\$704,507.42	\$739,732.79	\$776,719.43	\$815,555.40	\$856,333.18
DISI (10%)	\$114,865.34	\$120,608.61	\$126,639.04	\$132,970.99	\$139,619.54
Enhanced Residential Special Benefit Services	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Administrative and Corporate Relations (20%)	\$229,730.68	\$241,217.22	\$253,278.08	\$265,941.98	\$279,239.08
Contingency/ Reserve (9%)	\$103,114.62	\$108,270.35	\$113,683.86	\$119,368.06	\$125,336.46
Total (100%)	\$1,152,218.06	\$1,209,828.96	\$1,270,320.41	\$1,333,836.43	\$1,400,528.25

*Assumes a 5% yearly increase on all budget items. Note: Any accrued interest or delinquent payments will be expended in the above categories.

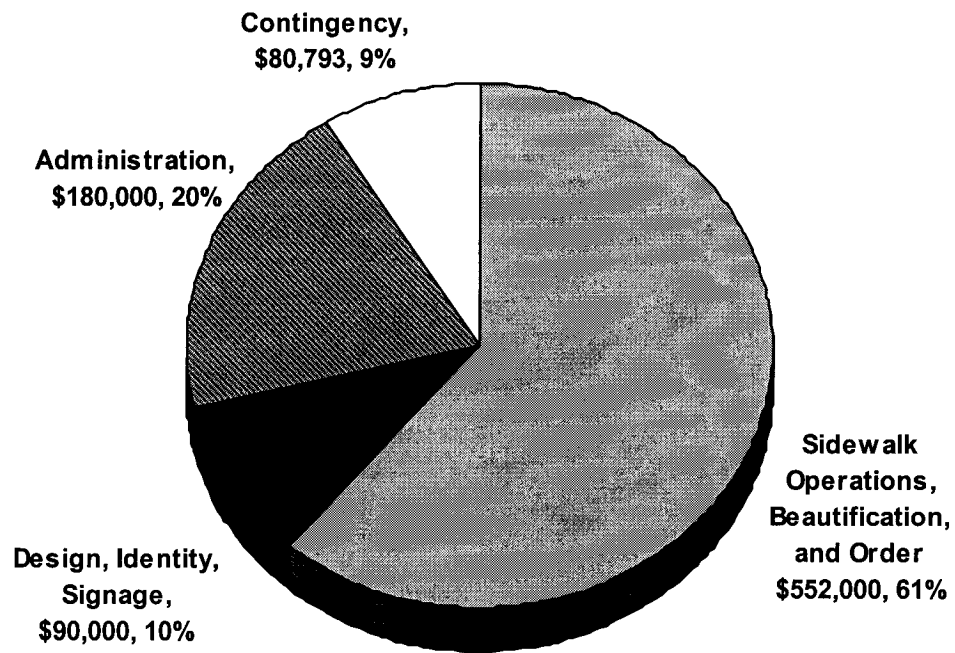
5. TOTAL ANNUAL AMOUNT PROPOSED TO BE EXPENDED FOR IMPROVEMENT, MAINTENANCE AND OPERATIONS, DISTRICT IDENTITY, ADMINISTRATION AND CONTINGENCY/RESERVE

Budget:

The first year annual budget is projected to be \$ 902,793.00. Annual adjustments of up to a maximum of 5% over the previous year's gross assessment amount are allowable, subject to the approval of the Downtown Oakland Community Benefit District, and conditional upon approval of the Oakland City Council.

Each parcel has been analyzed to determine proper category of use and therefore benefit and placement in the two benefit zones. (Parking square footage within the walls of a building on a single parcel, that predominantly serves the tenant needs of that building will have the relevant building square footage devoted to parking subtracted from the overall building square footage of the building.)

Downtown Oakland
Community Benefit District
Total Budget \$902,793.00



6. THE PROPOSED SOURCE(S) OF FINANCING INCLUDING THE PROPOSED METHOD AND BASIS OF LEVYING THE ASSESSMENTS

Method of Financing:

This method of financing the special services is based upon the levy of assessments on real property that benefits from proposed improvements and activities. This represents a "benefit assessment district" as defined in the California Streets and Highway Code. Assessed valuation cannot be used as the basis for special benefits assessments due to the introduction of Proposition 13 into the state constitution in 1978.

Three property variables will be used to fund the special benefit services of the district. Those variables will include: lot or parcel size, building square footage, and linear frontage. In addition, "benefit zones" will be used to determine the frequency of benefits received. There will be a primary benefit zone and a secondary benefit zone.

Two exceptions to this methodology will be:

1. Single family residential parcels *will not be assessed for linear frontage or lot size*. This residential assessment methodology applies to all single family residential unit parcels, or condos that currently do not exist, but may be built within the term of the district. These single family residential unit parcel assessments will fund enhanced beautification geared to the residents as well as evening security needs, seven day per week, spot sidewalk cleaning, placement of pet waste receptacle stations and other special benefit services desired by the new condo owners of the CBD.

Ground floor or commercial/retail uses or commercial condos on the ground floor of a residential condo building, will be assessed similar to all other commercial properties, that is, for the commercially used lot size, linear frontage and actual building square footage.

2. Parking square footage within the walls of a building on a single parcel, that predominantly serves the tenant needs of that building, will have the relevant building square footage devoted to parking subtracted from the overall building square footage of the building.

Land use changes will lead to changes in the assessment formulation per parcel. As the district transitions to a mixed-use community, the assessment methodology will accommodate these changes by generating additional revenues to mitigate the impact of these new residents and businesses.

A Community Benefit District is a practical “pay as you go” funding tool which allows property owners in a given designated area to be assessed, as part of the property tax collection tax process, to pay for supplemental or “special benefit services”. These special services are those, which are not normally provided by the City of Oakland. CBDs are often associated with very visible and tangible program elements that, in turn, can produce very significant changes in the character and image of the district.

Assessment Methodology

In order to ascertain the correct assessment methodology to equitably apply benefits to each parcel for property related services as proposed to be provided by the District, these costs may be measured by linear feet of street frontage, square feet of parcel size (lot size) and square feet of building size or as a single family residential unit parcel.

Special circumstances such as whether the parcel is a commercial/retail/entertainment, or whether the parcel's use is as a single family residential unit parcel, are carefully reviewed relative to the specific distinct type of programs and improvements to be provided by the District in order to determine appropriate levels of assessments or percentage values to be assigned to each type of assessment variable.

During the first year of operation, forty five per cent of the District's revenues will be generated from the building square footage; thirty five per cent of the District revenues will be generated from the linear frontage property variable; twenty per cent of the District revenues will be generated from parcel square footage or lot size. No revenues are generated from the single family residential unit parcels during the first year because no such land uses currently exist in the district.

Street Frontage Defined:

Properties are assessed for all street frontages. Properties with more than one street frontage, such as corner lots or whole block parcels are assessed for the sum of all of the parcel's street frontage. Linear front footage data was obtained from the County Assessor's parcel maps and confirmed by the City of Oakland.

Building Square Footage Defined:

Building square footage is defined as gross building square footage as determined by the outside measurements of a building. Building square footage data was obtained by the County Assessor's office and confirmed by the City of Oakland. Parking square footage within the walls of a building on a single parcel, that predominantly serves the tenant needs of that building will have the relevant building square footage devoted to parking subtracted from the overall building square footage of the building.

Lot Square Footage Defined:

Lot square footage is defined as the total amount of area within the borders of the parcel. The borders of a parcel are defined on the County Assessor's parcel maps and confirmed by the City of Oakland.

Single Family Residential Unit Parcels:

Single family residential unit parcels, which currently do not exist in the district, will be defined as the livable building square footage within the walls of the individual parcels of the new multi-unit condo complexes. Unlike the other commercial parcels in the district, condo complexes (whether tenants in common or condos), are assessed for livable building square footage only, and not assessed for linear frontage and lot square footage. This data was obtained by the County Assessor's office.

Ground floor or commercial/retail uses or commercial condos on the ground floor of a residential condo complex will be assessed as all commercial properties, that is, for the commercially used lot size, linear frontage and building square footage.

Calculation of Assessments

The proportionate special benefit derived by each identified parcel shall be determined in a relationship to the entirety of the improvement or the maintenance and operation expenses of an improvement or for the cost of property service being provided. Per California Constitutional Amendment Article XIII D, Section 2(i), 'Special Benefit', means a particular and distinct benefit over and above general benefits conferred on a real property located in the district or to the public at large.

No assessment shall be imposed on any parcel, which exceeds the reasonable cost of the proportional special benefits conferred upon that parcel. Only special benefits are assessable and these benefits must be separated from any general benefits. A general benefit is defined as a benefit to properties in the surrounding community or a benefit to the public in general resulting from improvement, activity or service to be provided by the assessment levied.

The special benefits funded by this new District will be over and above existing City of Oakland baseline service levels (see appendix), in the district and will serve to increase tenancies, increase commerce, increase economic viability and fund a system of cleanliness and beautification over and above current service levels.

All benefits derived from the assessment outlined in the Management District Plan (MDP) fund only services directly benefiting the property owners in this specialized District in maintenance and security, as well as increased commerce

and all the other goals and objectives of the Downtown Oakland Community Benefit District.

Properties are assessed as defined on the county assessor's most current parcel maps.

The preceding methodology is applied to the database of parcels within the District. The process for compiling the property database includes the following steps:

- A report was submitted to the City of Oakland using the data obtained from the County of Alameda's Assessors office.
- A list of properties to be included within the Downtown Oakland CBD is provided in appendix of this report.
- A property verification form, as well as a parking verification form were mailed to each property owner in the district to determine whether the data from the County was accurate, as well as to ascertain the amount of building square footage that was allocated to tenant parking needs.

The basis of funding shall be through special benefit assessments levied on real property throughout the District. The rates of assessment vary by the proportionate amount of special benefit received by each parcel. A detailed explanation of the special benefit assessment rationale is made in the attached Engineer's Report.

Table 6-A

First Year Annual Costs for the Downtown CBD by Benefit Zone

Property Variable	First Year Annual Cost Benefit Zone 1	First Year Annual Cost, Benefit Zone 2
Building Square Footage (Non-residential)	\$ 0.07191 per square foot	\$ 0.05841 per square foot
Lot or Parcel size	\$ 0.13753 per square foot	\$ 0.13753 per square foot
Linear Frontage	\$ 16.38 per linear foot	\$ 14.114 per linear foot
Single Family Residential Unit Parcel - building square footage only	\$ 0.30 per square foot of livable residential building space	\$ 0.30 per square foot of livable residential building space

The Calculation of Assessment for each Benefit Zone 1 commercial or publicly owned parcel in the Downtown Oakland CBD is as follows:

$$\begin{aligned} & \text{Total Street Frontage X } \$16.38 \text{ per linear foot} \\ & \quad \text{plus} \\ & \text{Total Lot Square Footage X } \$0.13753 \text{ per Square Foot} \\ & \quad \text{plus} \\ & \text{Total Building Square footage X } \$0.07191 \text{ per Square Foot} \\ & \quad \text{equals} \\ & \text{TOTAL PARCEL ASSESSMENT} \end{aligned}$$

The Calculation of Assessment for each Benefit Zone 2 commercial or publicly owned parcel in the Downtown Oakland CBD is as follows:

$$\begin{aligned} & \text{Total Street Frontage X } \$14.114 \text{ per linear foot} \\ & \quad \text{plus} \\ & \text{Total Lot Square Footage X } \$0.13753 \text{ per Square Foot} \\ & \quad \text{plus} \\ & \text{Total Building Square footage X } \$0.05841 \text{ per Square Foot} \\ & \quad \text{equals} \\ & \text{TOTAL PARCEL ASSESSMENT} \end{aligned}$$

All privately and publicly owned property in the district will be assessed using the above calculation, with the exception of single family residential unit parcels, which are defined previously.

Multi unit residential single family residential unit buildings built on commercially zoned parcels are assessed as a separate category. These single family residential unit parcels will be assessed for their building square footage only at the rate of \$.30 per square foot for the first year of the District. These residents receive special benefits from clean and safe services but not other programs designed to attract and retain businesses. They receive a reduced assessment which is proportionate to the level of special benefit received. A detailed explanation of their special benefit and the rationale for this assessment is provided in the attached Engineer's Report. The Calculation of Assessment for each Residential Unit in the CBD is as follows:

$$\begin{aligned} & \text{Total Single Family Residential Unit Parcel X } \$0.30 \text{ per Square Foot} \\ & \quad \text{Equals} \\ & \text{TOTAL SINGLE FAMILY RESIDENTIAL UNIT ASSESSMENT} \end{aligned}$$

Table 6 –B
Database And Revenue Generated from Property Variables for the
Downtown Oakland CBD per Benefit Zone

Property Variable	Benefit Zone 1 Total Square or Linear Footage	Benefit Zone 2 Total Square or Linear Footage	Amount Generated from Property Variable, Zone 1	Amount Generated from Property Variable, Zone 2
Building Square Footage	3,866,500 sq. feet	1,928,447 sq feet	\$ 278,040.00	\$ 112,641.00
Parcel Lot Size	1,053,717 sq. feet	340,526 sq. feet	\$ 144,918.00	\$ 46,832.00
Linear Frontage	15,604 linear feet	4,589 linear feet	\$ 255,593.00	\$ 64,769.00
Single Family Residential Unit Parcels	0 sq. feet	0 sq. feet	\$ 00.00	\$ 00.00
Sub- Total			\$ 678,551.00	\$ 224,242.00

Property Variable	Total Square or Linear Footage, both Benefit Zones	Amount Generated from Both Benefit Zones
Building Square Footage	5,794,947 sq. feet	\$ 390,681.00
Parcel Lot Size	1,394,243 sq. feet	\$ 191,750.00
Linear Frontage	20,193 linear feet	\$ 320,362.00
Single Family Residential Unit Parcels	0 sq. feet	\$ 00.00
Total		\$ 902,793.00

Benefit Zones:

There will be two benefit zones in the Downtown Oakland Community Benefit District.

Zone 1 is anticipated to derive the greatest benefit from the assessments generated from the district. These parcels will benefit from the beautification funding, have greater frequency of sidewalk sweeping and steam cleaning and from the district identity services funded from the district's special benefit services. Zone 1 parcels include all of those:

- between Broadway and Franklin Street, north of 9th Street, up to 17th Street;

- all of the parcels east of San Pablo Avenue, up to Franklin Street, south of 17th Street;
- all of the parcels between 16th and both sides of 17th Street, between Clay Street and Broadway;
- all of the parcels south of 11th Street, up to 8th Street, between Washington Street and Broadway, within the boundaries of the district;

Zone 2 is anticipated to derive the lesser special benefit from the assessments generated from the district. These parcels will also benefit from the beautification funding, have a lesser frequency of sidewalk sweeping and steam cleaning and do not require as many services from the district identity component of the district. Zone 2 includes those parcels defined by:

- The Shorenstein Company, Clorox Corporation, Brandywine Realty and RReef complexes fronting along the west side of Broadway from 11th Street north to 14th Street, and running westward almost to Clay Street, and;
- Oakland City Hall, the full Frank Ogawa Plaza and the City Administrative Building at 250 Frank Ogawa Plaza and Clay Street Garage.

Apportionment of Property Variables to Fund Various Special Benefit Services by Benefit Zone:

100% of the linear frontage assessments (\$ 320,362.00) and all of the parcel or lot size assessments (\$191,750.00) will fund the Sidewalk Operations, Beautification and Order services. 100% of the lot size assessments will be equally apportioned to all parcels throughout the district to pay for first year special benefit security services. Linear frontage assessments will pay for sidewalk cleaning at varying frequencies in Benefit Zones 1 and 2 and will be apportioned based upon the frequency of services applied based upon the two benefit zones.

Building assessments will fund the following services:

- a. Ten per cent of the district building assessments (\$ 40,000.00), will be used to fund the equipment needs of the Sidewalk Operations, Beautification and Order component of the budget throughout the entire district;
- b. Building assessment will also fund District Identity special benefit services, with Benefit Zone 1 paying 85% of the first year district identity costs, (\$90,000), and Benefit Zone 2 paying 15% of the District Identity services;
- c. The balance of building assessments (\$260,681.00) will fund the administrative and contingency components of the budget and will be apportioned equally to all building square footage in Benefit Zone 1 and 2.

Downtown Oakland CBD

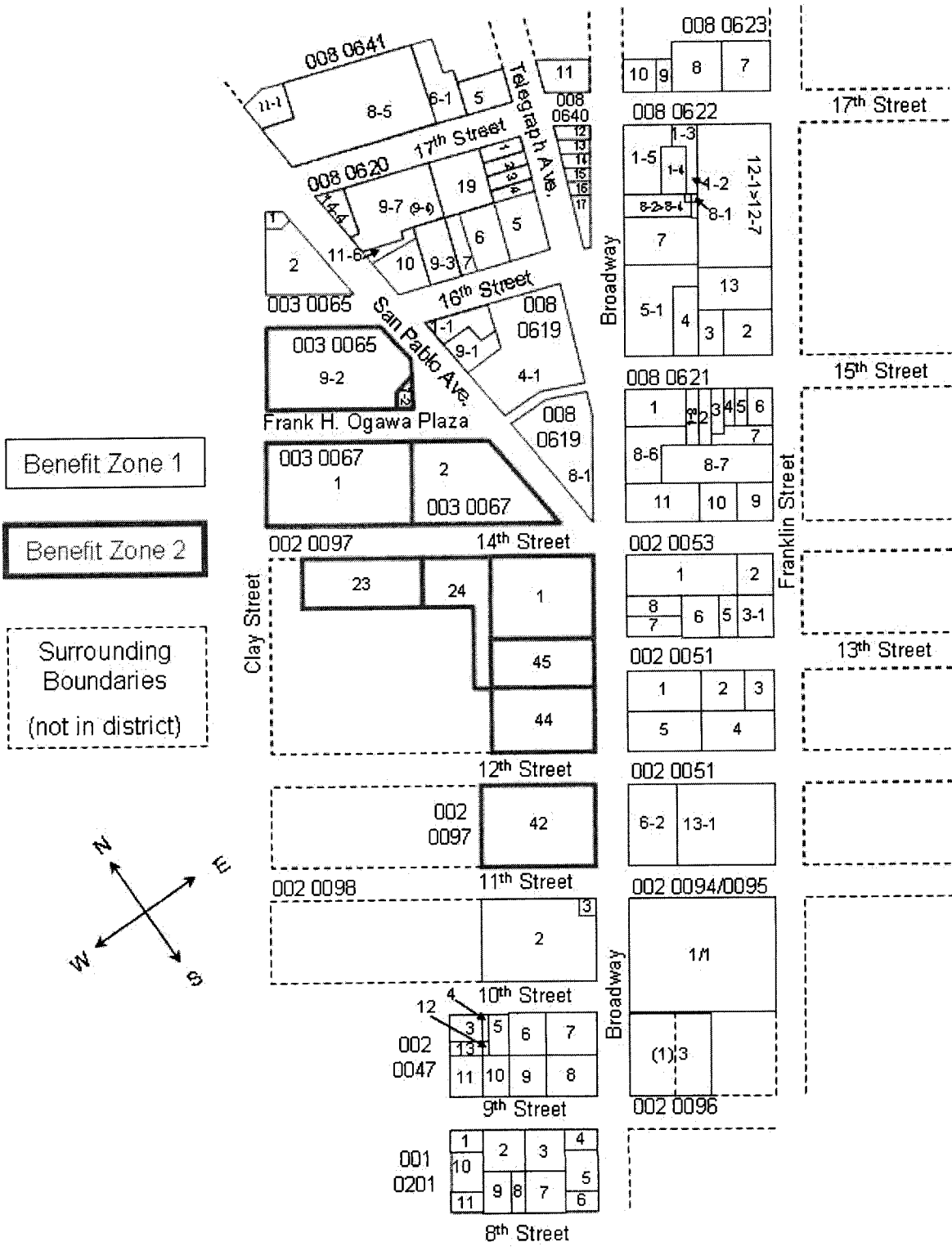


Table 6 –C

First Year Annual Budget By Category of Special Benefit Services

PROGRAM OR ACTIVITY FUNDED BY THE DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT	APPROXIMATE % OF FIRST YEAR ANNUAL BUDGET	ESTIMATED ANNUAL COSTS (FIRST YEAR FUNDING SOURCE)
Sidewalk Operations, Beautification and Order	61%	\$ 552,000.00 <i>(100% of the Linear frontage and 100% of the Lot Size assessments, plus 10% of the Building square footage assessments)</i>
District Identity and Signage	10%	\$ 90,000.00 <i>(Building Square Footage assessments, Benefit Zone 1 pays for 85% of these services)</i>
Enhanced Residential Beautification and Evening Security (for future use when condos are built in the district)	0%	\$ 00.00 <i>(Single Family Residential Unit Parcel assessments)</i>
Administration/Corporate Operations	20%	\$ 180,000 <i>(Building square footage assessments)</i>
Contingency/City and County Fees/Reserves	9%	\$ 80,793.00 <i>(Building square footage assessments)</i>
TOTAL	100%	\$ 902,793.00

Maximum Assessment

Assessments will be subject to changes in the Alameda County Consumer Price Index (CPI), for all urban consumers, annual increases not to exceed 5% per year. Increases will be determined by the CBD new district management non-profit corporation and may vary between 0 and 5% in any given year. The following projections illustrate a potential 5% annual increase. The recommendations for any increase shall be submitted to the City Council and such increases will be implemented upon approval of the Oakland City Council.

Table 6 - D
Maximum Assessments by Property Variable – Benefit Zone 1

Projected Assessment	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Linear Feet	\$16.38	\$17.20	\$18.06	\$18.96	\$19.91	\$20.91	\$21.95	\$23.05	\$24.20	\$25.41
Lot Square Footage	\$0.13753	\$0.14	\$0.15	\$0.16	\$0.17	\$0.18	\$0.18	\$0.19	\$0.20	\$0.21
Building Square Footage	\$0.0719	\$0.08	\$0.08	\$0.08	\$0.09	\$0.09	\$0.10	\$0.10	\$0.11	\$0.11
Residential Building Square Footage	\$0.30	\$0.32	\$0.33	\$0.35	\$0.36	\$0.38	\$0.40	\$0.42	\$0.44	\$0.47

Table 6 - D
Maximum Assessments by Property Variable – Benefit Zone 2

Projected Assessment	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Linear Feet	\$14.114	\$14.82	\$15.56	\$16.34	\$17.16	\$18.01	\$18.91	\$19.86	\$20.85	\$21.90
Lot Square Footage	\$0.13753	\$0.14	\$0.15	\$0.16	\$0.17	\$0.18	\$0.18	\$0.19	\$0.20	\$0.21
Building Square Footage	\$0.05841	\$0.06	\$0.06	\$0.07	\$0.07	\$0.07	\$0.08	\$0.08	\$0.09	\$0.09
Residential Building Square Footage	\$0.30	\$0.32	\$0.33	\$0.35	\$0.36	\$0.38	\$0.40	\$0.42	\$0.44	\$0.47

Budget Adjustments

Annual budget surpluses, if any, will be rolled into the following year's budget. Assessments will be set annually, within the constraints of the CPI or land use changes. Revenues from the delinquent accounts may be expended in the year they are received. If the District is not renewed any remaining funds will be returned to property owners in the proportion by what they were received.

Government Assessments

The Downtown Oakland CBD Management Plan assumes that the City of Oakland and other government entities will pay assessments for the public property within the boundaries of the District. Article XIII D, Section 4 of the California Constitution was added in November of 1996 to provide for these payments.

Parcels owned by the City of Oakland, the State of California, the Bay Area Rapid Transit District and the County of Alameda shall receive benefits, commensurate with the assessments paid into the Downtown Oakland CBD. The publicly owned parcels are presumed to benefit equally to the privately owned parcels.

**Table 6 – E
Government Owned Parcels in the Downtown Oakland CBD**

APN	Legal Owner	Site #	Site Street	Annual Assessment	Percent
003 0065 009 02	City Of Oakland	551	16th Street	\$24,667.20	2.73%
003 0067 001 00	City Of Oakland	1	Frank H Ogawa Plaza	\$28,719.48	3.18%
003 0067 002 00	City Of Oakland	150	City Hall Plaza	\$10,891.20	1.21%
008 0619 008 01	City Of Oakland		Frank H Ogawa Plaza	\$27,296.71	3.02%
008 0620 014 04	City Of Oakland	1630	San Pablo Avenue	\$3,365.02	0.37%
			Total	\$94,939.60	10.52%
001 0201 010 00	Redevelopment Agency City Of Oakland	822	Washington Street	\$2,696.86	0.30%
002 0097 045 00	Redevelopment Agency City Of Oakland	524	12th Street	\$4,076.94	0.45%
008 0620 009 03	Redevelopment Agency City Of Oakland		16th Street	\$2,149.54	0.24%
008 0641 008 05	Redevelopment Agency City Of Oakland	540	17th Street	\$21,515.06	2.38%
			Total	\$30,438.39	3.37%
002 0098 003 00	SF Bay Area Rapid Transit District		11th Street	\$792.11	0.09%

7. THE TIME AND MANNER OF COLLECTING THE ASSESSMENTS – TERM OF THE DISTRICT

Petition Drive:

The *Oakland Business Improvement Maintenance District* mail ballot proceeding is triggered with a successful petition drive by more than 30% of the property owners who must pay into the district or \$270,838.00 of weighted support. These petitions demonstrate stakeholder support for the district and trigger a Proposition 218 mail ballot procedure. The Community Benefit District will be established and function for a maximum of 10 years and must be re-established through a similar petitioning and balloting process at the end of its pre-designated life.

The Downtown Oakland Community Benefit District Steering Committee has elected to establish the district for the maximum period of 10 Years commencing January 1, 2009. This has been done to save on the costs and time required to re-establish the district within 4 - 5 years.

Due to its long term nature, (10 years), the local enabling ordinance allows for the growth of landscaping, its maintenance as well as economic development strategies related to revitalization that create a more permanent improvement to the area. If there is debt against the District, the District cannot be disestablished, until all of the debt has been repaid. All financial obligations in the form of bonds or loans for capital improvements must be paid off before the district can be disestablished.

Exemptions:

Consistent with Article XIII(d) of the state constitution, it has been determined that all parcels within the proposed district will derive special benefits from the district. Therefore, no parcels will be exempted from payment into the Downtown Oakland Community Benefit District, regardless of use or ownership.

Time and Manner for Collecting Assessments

As provided by ordinance, the Downtown Oakland CBD assessment will appear as a separate line item on annual property tax bills prepared by the County of Alameda Tax Assessor. The assessments shall be collected at the same time and in the same manner as for the ad valorem property tax paid to the County of Alameda. These assessments shall provide for the same lien priority and penalties for delinquent payment as is provided for the ad valorem property tax.

However, assessments may be billed directly by the City for the fiscal year of operation and then by the County for all subsequent years. Any delinquent assessments owed for the first year will be added to the property tax roll for the following year. The "property owner" means any person shown as the owner/taxpayer on the last equalized assessment roll or otherwise known to be the owner/taxpayer by the City. Tax-exempt parcels who are not subject to property taxes shall not be exempted from payment into the assessment district. These parcels will be billed directly by the City of Oakland for their assessment obligation.

Disestablishment:

Local ordinance provides for the disestablishment of the CBD pursuant to an annual review process. Each year that the Downtown Oakland CBD is in existence, there will be a 30-day period during which the property owners will have the opportunity to request disestablishment of the district. This 30-day period begins each year on the anniversary date that the district was first established by the City Council. Within that 30-day period, if a written petition is submitted by the owners of real property who pay 30% or more of the

assessments levied, the CBD may be considered for disestablishment. The City Council will hold a public hearing on disestablishing the CBD prior to actually doing so. (Oakland Municipal Code Section 4.48.220)

8. ADVISORY BOARD AND MANAGEMENT OF THE DISTRICT:

The Downtown Oakland CBD Management Corporation is charged with the day-to-day operations of the Management District. The entity will include all property owners paying into the district and include representation from business owners and various sectors of the assessment district. The non-profit corporation should be set up as a public benefit corporation and file for application to the IRS once the district has been adopted by the City Council of Oakland.

Management Corporation and the Advisory Board:

The final management structure will include the Downtown Oakland CBD assessed property owners who will organize themselves into a new non-profit corporation whose Board will serve in the capacity of the contracted management corporation.

"The City Council may designate existing advisory boards or commissions to serve as the advisory board for the district or may create a new advisory board for that purpose. At least one member of the advisory board shall be a business licensee within the district who is not also a property owner within the district...The advisory board shall cause to be prepared a report of each fiscal year for which assessments are to be levied and collected to pay the costs of the improvements and activities described in the report." (Section 4.48.190)

Members of the proposed Advisory Board will be recommended by the new non-profit CBD Management Corporation Board of Directors. The Advisory Board will be distinct from the Management Corporation and shall meet at least once per year to advise the City Council and prepare and submit an annual report regarding public activities within the district.

The proposed Downtown Oakland Community Benefit District will be administered by a yet to be formed non-profit corporation comprised of all property owners within the district. Accommodations should be made on the Board of Directors to include large and small commercial, residential, retail and ecumenical property owners, and government representatives from each land use, as well as business tenants based in the district.

Property owners will be responsible for the payment of assessments into the new special benefits district although some assessments may be passed onto

business or residential tenants. Thus the newly formed management corporation should acknowledge those paying indirectly into the district and endeavor to include their interests when it develops policy.

Once the district has been established, steps will be taken to establish this new corporation and enter into a contract for administration with the City of Oakland.

The management corporation, once formed, will create a number of policies which will help the Board of Directors to effectively manage the district. Such policies may include, but not be limited to: a decision making policy, use of banner policy, special event underwriters policy and an economic hardship policy.

The Advisory Board submits its report annually to the City Council on the anniversary of the district's renewal. The Management Corporation shall aim to meet the following operational objectives for the Downtown Oakland CBD:

- *Create and manage programs that best respond to the top priorities of Downtown Oakland CBD stakeholders;*
- *Maximize coordination of the City government to avoid duplication of services and to leverage resources;*
- *Deliver services through a cost-effective, non-bureaucratic and easy to access organizational structure;*
- *Provide accountability and responsiveness to those who pay.*
- *Work with adjacent CBDs including the Koreatown and Lake Merritt/Uptown CBDs to maximize services and efficiencies and seek joint opportunities in administration, and the delivery of services.*

9. ASSESSMENT ENGINEER'S REPORT

Property owners in the Downtown Oakland CBD have emphasized that an assessment formula for the CBD be fair, balanced and commensurate with special benefits received.

NEW CITY AMERICA has contracted with Ed Henning and Associates to compile the required engineer's report under the guidelines of Proposition 218, Article XIID of the California State Constitution.

In preparing the engineer's report for the Downtown Oakland CBD Management District Plan, the engineer concluded that the special benefit to each parcel in the various benefit zones was found to be proportional to the property variable and their apportionment.

An Engineer's report for the CBD is provided in the Appendix.

APPENDIX I

LIST OF PARCELS TO BE ASSESSED

APN	ASSESSMENT		
001 0201 001 00	\$3,316.58	002 0094 001 00	\$26,695.87
001 0201 002 00	\$3,457.28	002 0095 001 00	\$25,886.02
001 0201 003 00	\$3,555.14	002 0096 001 00	\$0.00
001 0201 004 00	\$4,876.09	002 0096 003 00	\$19,029.67
001 0201 005 00	\$1,874.06	002 0097 001 00	\$25,965.61
001 0201 006 00	\$3,072.07	002 0097 023 00	\$15,475.06
001 0201 007 00	\$2,976.20	002 0097 024 00	\$16,192.39
001 0201 008 00	\$753.33	002 0097 042 00	\$50,808.93
001 0201 009 00	\$1,506.65	002 0097 044 00	\$44,865.02
001 0201 010 00	\$2,696.86	002 0097 045 00	\$4,076.94
001 0201 011 00	\$2,563.24	002 0098 002 00	\$41,192.48
002 0047 003 00	\$4,518.42	002 0098 003 00	\$792.11
002 0047 004 00	\$310.39	003 0065 001 00	\$1,327.52
002 0047 005 00	\$1,506.65	003 0065 002 00	\$8,698.99
002 0047 006 00	\$2,255.99	003 0065 007 02	\$2,580.46
002 0047 007 00	\$6,042.79	003 0065 009 02	\$24,667.20
002 0047 008 00	\$6,022.55	003 0067 001 00	\$28,719.48
002 0047 009 00	\$3,811.04	003 0067 002 00	\$10,891.20
002 0047 010 00	\$3,195.99	008 0619 001 01	\$9,493.51
002 0047 011 00	\$4,892.65	008 0619 004 01	\$43,294.67
002 0047 012 00	\$34.11	008 0619 008 01	\$27,296.71
002 0047 013 00	\$630.79	008 0619 009 01	\$3,428.60
002 0051 001 00	\$9,714.12	008 0620 001 00	\$2,993.57
002 0051 002 00	\$6,459.92	008 0620 002 00	\$1,112.88
002 0051 003 00	\$6,034.74	008 0620 003 00	\$969.54
002 0051 004 00	\$9,207.51	008 0620 004 00	\$2,255.55
002 0051 005 00	\$13,795.51	008 0620 005 00	\$13,795.75
002 0051 006 02	\$9,905.67	008 0620 006 00	\$4,469.57
002 0051 013 01	\$43,225.34	008 0620 007 00	\$1,148.04
002 0053 001 00	\$32,095.38	008 0620 009 03	\$2,149.54
002 0053 002 00	\$10,684.69	008 0620 009 07	\$6,493.27
002 0053 003 01	\$6,183.27	008 0620 010 00	\$6,226.99
002 0053 005 00	\$2,826.48	008 0620 011 06	\$991.96
002 0053 006 00	\$3,770.94	008 0620 014 04	\$3,365.02
002 0053 007 00	\$6,761.72	008 0620 019 00	\$7,538.18
002 0053 008 00	\$2,173.97	008 0621 001 00	\$8,501.58

008 0621 002 00	\$1,496.13
008 0621 003 00	\$1,319.42
008 0621 004 00	\$1,171.62
008 0621 005 00	\$897.15
008 0621 006 00	\$3,807.26
008 0621 007 00	\$2,694.10
008 0621 008 04	\$1,265.82
008 0621 008 06	\$9,624.74
008 0621 008 07	\$4,522.55
008 0621 009 00	\$5,361.20
008 0621 010 00	\$4,785.99
008 0621 011 00	\$16,485.38
008 0622 001 02	\$89.02
008 0622 001 03	\$1,105.17
008 0622 001 04	\$690.40
008 0622 001 05	\$6,139.39
008 0622 002 00	\$5,382.18
008 0622 003 00	\$2,039.17
008 0622 004 00	\$2,894.88
008 0622 005 01	\$14,549.28
008 0622 007 00	\$3,626.21
008 0622 008 01	\$3.71
008 0622 008 02	\$61.48
008 0622 008 03	\$6.46
008 0622 008 04	\$4,135.60
008 0622 012 01	\$0.00
008 0622 012 02	\$0.00
008 0622 012 03	\$0.00
008 0622 012 04	\$0.00
008 0622 012 05	\$0.00
008 0622 012 06	\$0.00
008 0622 012 07	\$13,539.22
008 0622 013 00	\$3,256.84
008 0623 007 00	\$4,651.30
008 0623 008 00	\$7,431.09
008 0623 009 00	\$1,478.71
008 0623 010 00	\$4,417.17
008 0640 011 00	\$5,200.90
008 0640 012 00	\$2,679.13
008 0640 013 00	\$1,319.99
008 0640 014 00	\$1,747.91
008 0640 015 00	\$1,196.29
008 0640 016 00	\$1,072.72
008 0640 017 00	\$6,209.27
008 0641 005 00	\$3,875.86
008 0641 006 01	\$6,233.37
008 0641 008 05	\$21,515.06
008 0641 011 01	\$2,716.39

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT
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**DOWNTOWN OAKLAND
COMMUNITY BENEFIT DISTRICT**

**DISTRICT
ASSESSMENT ENGINEER'S
REPORT**

ATTACHMENT A

*Prepared by
Edward V. Henning,
California Registered Professional Engineer # 26549
Edward Henning & Associates*

APRIL 22, 2008

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DISTRICT ASSESSMENT ENGINEER'S REPORT

To Whom It May Concern:

I hereby certify to the best of my professional knowledge and experience that each of the identified benefiting properties located within the proposed Downtown Oakland Community Benefit District ("Downtown CBD") being established for ten years will receive a special benefit over and above the benefits conferred on the public at large and that the amount of the proposed assessment is proportional to, and no greater than the benefits conferred on each respective property.

Prepared by Edward V. Henning, California Registered Professional Engineer # 26549



Edward V. Henning

RPE #26549

April 22, 2008

Date

(NOT VALID WITHOUT SIGNATURE AND CERTIFICATION SEAL HERE)

Introduction

This report serves as the "detailed engineer's report" required by Section 4(b) of Article XIIIID of the California Constitution (Proposition 218) to support the benefit property assessments proposed to be levied within the Downtown CBD in the City of Oakland, California being established for a ten year period. The discussion and analysis contained within constitutes the required "nexus" of rationale between assessment amounts levied and special benefits derived by properties within the Downtown CBD.

NOTE: The terminology "identified benefiting parcel" or "property" is used throughout this report pursuant to SB 919 - "Proposition 218 Omnibus Implementation Act" which clarified portions of Prop 218. It provides the Engineer and District Consultant with the ability to actually identify individual parcels which will specially benefit directly either in whole or in part from the proposed District funded programs and improvements and does not imply that all parcels receive assessable benefits.

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Background

The Downtown CBD is a property-based benefit assessment type district being established pursuant to the City of Oakland's Business Improvement Management District Ordinance of 1999 (the "BID Ordinance") under Municipal Code #12190 which was fashioned in part from Section 36600 et seq. of the California Streets and Highways Code, also known as the Property and Business Improvement District Law of 1994 (the "Act"). Due to the benefit assessment nature of assessments levied within a CBD, district program costs are to be distributed amongst all identified benefiting properties based on the proportional amount of program benefit each property is expected to derive from the assessments collected. Within the CBD Ordinance and the Act, frequent references are made to the concept of relative "benefit" received from CBD programs and activities versus amount of assessment paid. Only those properties expected to derive special benefits from CBD funded programs and activities may be assessed and only in an amount proportional to the relative benefits expected to be received.

The method used to determine special benefits derived by each identified property within a CBD begins with the selection of a suitable and tangible basic benefit unit. For property related services, such as those proposed in the Downtown CBD, the benefit unit may be measured in linear feet of primary street frontage or parcel size in square feet or building size in square feet or number of building floors or proximity to major corridors in average linear feet, or any combination of these factors. Quantity takeoffs for each parcel are then measured or otherwise ascertained. From these figures, the amount of benefit units to be assigned to each property can be calculated. Special circumstances such as unique geography, land uses, development constraints etc. are carefully reviewed relative to specific programs and improvements to be funded by the CBD in order to determine any levels of diminished benefit which may apply on a parcel-by-parcel or categorical basis.

Based on the factors described above such as geography and nature of programs and activities proposed, an assessment formula is developed which is derived from a singular or composite basic benefit unit factor or factors. Within the assessment formula, different factors may be assigned different "weights" or percentage of values based on their relationship to programs/services to be funded.

Next, all program and activity costs, including incidental costs, District administration and ancillary program costs, are estimated. It is noted, as stipulated in Proposition 218, and now required of all property based assessment Districts, indirect or general benefits may not be incorporated into the assessment formula and levied on the District properties; only direct or "special" benefits and costs may be considered. Indirect or general benefit costs, if any, must be identified and, if quantifiable, calculated and factored out of the assessment cost basis to produce a "net" cost figure. In addition, Proposition 218 no longer automatically exempts government owned property from being assessed and if special benefit is determined to be conferred upon such properties, they must be assessed in proportion to special benefits conferred in a manner similar to privately owned property assessments.

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From this, the value of a basic benefit unit or “basic net unit cost” can be computed by dividing the total amount of estimated net program costs by the total number of benefit units. The amount of assessment for each parcel can be computed at this time by multiplying the Net Unit Cost times the number of Basic Benefit Units per parcel. This is known as “spreading the assessment” or the “assessment spread” in that all costs are allocated proportionally or “spread” amongst all properties within the CBD.

The method and basis of spreading program costs varies from one CBD to another based on local geographic conditions, types of programs and activities proposed, and size and development complexity of the District. CBDs may require secondary benefit zones to be identified to allow for a tiered assessment formula for variable or “stepped-down” benefits derived.

Supplemental Proposition 218 Procedures and Requirements

Proposition 218, approved by the voters of California in November of 1996, adds a supplemental array of procedures and requirements to be carried out prior to levying a property-based assessment like the Downtown CBD. These requirements are in addition to requirements imposed by State and local assessment enabling laws. These requirements were “chaptered” into law as Article XIII D of the California Constitution.

Since Prop 218 provisions will affect all subsequent calculations to be made in the final assessment formula for the Downtown CBD, Prop 218 requirements will be taken into account. The key provisions of Prop 218 along with a description of how the Downtown CBD complies with each of these provisions are delineated below.

(Note: All section references below pertain to Article XIII of the California Constitution):

Finding 1. From Section 4(a): “Identify all parcels which will have a special benefit conferred upon them and upon which an assessment will be imposed”

There are 120 individual parcels within the proposed Downtown CBD. Of these, there are 114 “identified” individual parcels that will derive special benefit from the proposed District programs and activities. The other 6 will receive no special benefits and therefore will not be assessed. The benefits are special and unique only to the identified properties within the proposed District because programs and services (i.e. sidewalk operations/beautification/order, district identity/signage, administration/corporate operations and contingency/reserves) will only be provided directly for the identified properties. These identified benefiting parcels are shown on the Boundary Map within the Management District Plan and are listed as an attachment to the Plan and this report - identified by assessor parcel number.

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Boundaries: The boundaries of the Downtown CBD are described as follows:

- Northern Boundary: All parcels on both sides of 17th Street starting at the eastern side of the intersection of 17th Street and San Pablo Avenue and running eastward to the western side of the intersection of 17th Street and Franklin;
- Southern Boundary: The parcels on the north side of 8th Street between the eastern side of the intersection of 8th Street and Washington Street running eastward to the western side of the intersection of Broadway and 8th Street. Then moving up one block north and beginning at the northeastern corner of the intersection of Broadway and 9th Street, running eastward along the north side of 9th Street to the end of the Marriot Courtyard parcel.
- Western Boundary: All of the parcels on the eastern side of the intersection of San Pablo Avenue, 17th Street, and Clay Street, running southward along the east side of Clay Street to the City parking garage at the northeastern parcel of the intersection of 14th Street and Clay Street. The western boundary then runs along the western side of the parcels fronting along the west side of Broadway at the intersection of 14th Street and Broadway, running southward to the parcel at the northwestern corner of the intersection of Broadway and 11th Street;
- Eastern Boundary: All of the parcels beginning at the southwest corner parcel of the intersection of 11th St. and Franklin Street, running northward along the west side of Franklin Street to both corner parcels at the western side of the intersection of Franklin Street and 17th Street.

There are two Benefit Zones within the Downtown CBD which are described as follows:

Zone 1 parcels include all of those:

- between Broadway and Franklin Street, north of 9th Street, up to 17th Street;
- all of the parcels east of San Pablo Avenue, up to Franklin Street, south of 17th Street;
- all of the parcels between 16th and both sides of 17th Street, between Clay Street and Broadway;
- all of the parcels south of 11th Street, up to 8th Street, between Washington Street and Broadway, within the boundaries of the district;

Zone 1 is anticipated to derive the greatest benefit from the assessments generated from the district. These parcels will benefit from the beautification funding, have greater frequency of sidewalk sweeping and steam cleaning and from the district identity services funded from the district's special benefit services.

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Zone 2 parcels include:

- The Shorenstein, Clorox, Brandywine and Reef complexes fronting along the west side of Broadway from 11th Street north to 14th Street, and running westward almost to Clay Street, and;
- Oakland City Hall, 1 Frank H. Ogawa Plaza, Clay Street Garage and the City Administrative Building at 250 Frank H. Ogawa Plaza.

Zone 2 is anticipated to derive less special benefit from the assessments generated from the district. These parcels will also benefit from the beautification funding, have a lesser frequency of sidewalk sweeping and steam cleaning and do not require as many services from the district identity component of the district.

All parcels within the above-described boundaries shall be assessed to fund special benefit services, programs and improvements as outlined in this report. CBD funded activities will only be provided to properties inside the District boundaries – none outside.

Finding 2. From Section 4(a): “Separate general benefits (if any) from the special benefits conferred on parcel(s). Only special benefits are assessable. “

As stipulated by Proposition 218, assessment District programs and activities may confer a combination of general and special benefits to properties, but the only program benefits that can be assessed are those that provide special benefit to the property owners. For the purposes of this analysis, a “general benefit” is hereby defined as: “A benefit to properties in the area and in the surrounding community or benefit to the public in general resulting from the improvement, activity, or service to be provided by the assessment levied”. “Special benefit” as defined by the California State Constitution means a distinct benefit over and above general benefits conferred on real property located in the District or to the public at large.

The property uses within the boundaries of the Downtown Community Benefit District are a mix of office, retail, entertainment, educational, ecumenical, civic, governmental and parking. Services, programs and improvements provided by the District are primarily designed to provide special benefits to all parcels within the boundaries of the district. Future residential land uses will fund enhanced beautification and security special benefit services which will be responsive to their daily needs.

Existing City of Oakland services will be enhanced, not replaced or duplicated, by the new CBD services. In the case of the Downtown CBD, the very nature of the purpose of this District is to fund supplemental programs, improvements and services within the CBD boundaries above and beyond what is being currently funded either via

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normal tax supported methods or other funding sources. These services, programs and improvements, are designed to enhance the commercial core uses, increase tenancy and marketing of the commercial entities in the CBD and improve the aesthetic appearance of the CBD as a whole. All benefits derived from the assessments to be levied on parcels within the CBD are for services, programs and improvements directly benefiting the property, business owners within this area and support increased security, cleanliness, commerce, business attraction and retention, increased property rental income and improved District identity. No services will be provided beyond the CBD boundaries. The following services, programs and improvements will provide special benefit to the properties within the CBD boundaries.

1. SIDEWALK OPERATIONS , BEAUTIFICATION, AND ORDER:

Examples of these special benefit services, programs and improvements include, but are not limited to:

- Private security over and above those services currently provided by the Oakland Police Department, BART Police, Alameda County Transit Authority (ACTRANSIT) and the Alameda County Sheriff's Department;
- Regular sidewalk and gutter sweeping
- Regular sidewalk steam cleaning
- Spot steam cleaning as necessary
- Beautification throughout the district
- Enhanced trash emptying
- Removal of bulky items as necessary
- Timely graffiti removal, within 24 hours as necessary
- Tree and vegetation maintenance
- Parking assistance
- Special events
- Planning of new outdoor public spaces
- Maintenance vehicle and equipment costs (if done in house)

These services, programs and improvements will beautify and enhance the image of this diverse CBD. This activity is designed to increase commerce and attract and retain new business and patrons within the CBD boundaries. Because these services, programs and improvements will only be provided within the CBD boundaries, they will each constitute "special benefits" to the assessed parcels.

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PROPOSED LEVEL OF SERVICE AND COST

Special Benefit Category/Item - %	Number of employees/contractors	Benefit Zone 1 Frequency	Benefit Zone 2 Frequency	First Year Costs
SOBO – 60%				
a. Security	2	6 days per week	6 days per week	\$ 192,000 (Funded by Lot Size)
b. Sidewalk sweeping, graffiti removal, dog bag maintenance, steam cleaning	-	6 days	5 days	\$ 320,000 (Funded by Linear Frontage based upon Benefit Zone frequencies. Includes services b – g)
c. Regular trash removal	-	6 days	5 days	
d. Landscaper and maintenance	-	6 days	5 days	
e. Banner installation and maintenance		Quarterly	Quarterly	
f. Supervision of SOBO Services		6 days	5 days	
g. Public rights of way consulting services		As needed	As needed	
h. General Liability and vehicle insurance, vehicle and machinery maintenance, materials, equipment and supplies, plant material				\$ 40,000 (funded by Building Square footage costs from both Benefit Zones)
<i>Sub-total for SOBO</i>				<i>\$ 552,000</i>

2. ENHANCED RESIDENTIAL BEAUTIFICATION AND SECURITY (FOR FUTURE RESIDENTIAL USES:

Examples of these special benefit services include, but are not limited to:

- Enhanced beautification around blocks with predominantly residential land uses. Such enhanced services would include regular security sweeps and evening monitoring, in addition to installation of additional hanging plants, intensive sidewalk landscaping, extra trash cans, dog waste distribution boxes;

The security patrol and beautification improvements/programs would assist in creating a safe/secure and desirable living environment in the CBD. This activity is designed to enhance the livability within the CBD which will attract and retain residents and provide a stable living experience within the CBD boundaries. These services, programs and improvements

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will only be provided within the CBD boundaries; therefore these services constitute "special benefits" to the assessed parcels.

3. DISTRICT IDENTITY AND SIGNAGE:

Examples of these special benefit services and costs include, but are not limited to:

- Web site development and maintenance
- Special Events
- Holiday decorations
- Branding of Downtown
- Banner programs
- Public art displays
- Logo development
- Public space design and work
- Signage, seasonal ornamental plantings and other special projects around Frank H. Ogawa Plaza

DISTRICT IDENTITY COST BREAKDOWN BY BENEFIT ZONE

Special Benefit Category/Item - %	Benefit Zone 1 Frequency	Benefit Zone 2 Frequency	First Year Costs
District Identity – 10%			
a. Web site;	85%	15%	(Funded entirely from Building Square footage assessments levied at two rates for Benefit Zones 1 and 2)
b. Special Events			
c. Holiday decorations;			
d. Branding;			
e. Banner program			
f. Public art			
g. Logo development			
h. Public space design work			
i. Signage			
j. Other			
	\$ 76,000	\$ 14,000	
<i>Sub-total DISI</i>			\$ 90,000

4. ADMINISTRATION AND CORPORATE OPERATIONS:

Examples of these special benefit services and costs include, but are not limited to:

- Staff and administrative costs
- Insurance
- Office related expenses
- Financial reporting
- Accounting
- Legal work

This component is key to the proper expenditure of CBD assessment funds and the administration of CBD programs and

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activities which are intended to promote business within the CBD boundaries through increased commerce and the attraction and retention of new business and to enhance residential livability through special services, programs and improvements tailored to special needs of residents (future). Because this administration program exists only for the purposes of the CBD and will only be provided for matters occurring within the CBD boundaries, this program constitutes a "special benefit" to the assessed parcels.

4. CONTINGENCY/CITY FEES/RESERVE:

Examples of these special benefit services and costs include, but are not limited to:

- Delinquencies
- City and County Fees
- Hardships
- Reserves

The Contingency/Reserve budget includes City/County collection fees, and additional projects the Owners' Association (CBD) deems appropriate. The contingency is ancillary and necessary to the unimpeded delivery of the CBD's programs and services. This contingency/reserve fund will only be provided within the CBD boundaries, therefore this program provides a "special benefit" to the assessed parcels.

Each of these programs and activities work together to create a more pleasing environment within the district that is conducive to strengthening the current and future economic vitality of this area through the attraction and retention of new business, increased commerce and enhanced livability for residents (future). The programs, improvements and services are designed to specifically benefit properties within the CBD boundaries. The proposed CBD assessments will only be levied on properties within the CBD boundaries and assessment revenues will be spent to deliver services that provide a direct and special benefit to assessed parcels and to improve the economic vitality of these properties. Inasmuch as no services will be provided beyond the CBD boundaries to the surrounding communities or to the public in general, any general benefit is unintentional. It is hereby determined that general benefits, if any, are not quantifiable, measurable, or tangible.

Finding 3. From Section 4(a): “(Determine) the proportionate special benefit derived by each parcel in relationship to the entirety of the.....cost of public improvement(s) or the maintenance and operation expenses.....or the cost of the property related service being provided.

The proportionate special benefit cost for each parcel is listed in Appendix A attached hereto. The individual percentages (i.e. proportionate relationship to the total special benefit related program and activity costs) would be computed by dividing the individual parcel assessment by the total special benefit program costs.

Finding 4. From Section 4(a): “No assessment shall be imposed on any parcel which exceeds the reasonable

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cost of the proportional special benefit conferred on that parcel.”

Not only are the proposed program costs reasonable due to the benefit of group purchasing and contracting which would be possible through the Downtown CBD, they are also considerably less than other options considered by the Downtown CBD proponent group. The actual assessment rate for each parcel within the CBD directly relate to the level of service to be provided based on the respective lot size of each parcel.

Finding 5. From Section 4(a): “Parcels.....that are owned or used by any (public) agency shall not be exempt from assessment.....”

There are currently ten publicly owned parcels in the proposed CBD. They are as follows:

APN	Legal Owner	Site #	Site Street	Annual Assessment	Percent
003 0065 009 02	City Of Oakland	551	16th St	\$24,667.20	2.73%
003 0067 001 00	City Of Oakland	1	Frank H Ogawa Plz	\$28,719.48	3.18%
003 0067 002 00	City Of Oakland		City Hall Plz	\$10,891.20	1.21%
008 0619 008 01	City Of Oakland	150	Frank H Ogawa Plz	\$27,296.71	3.02%
008 0620 014 04	City Of Oakland	1630	San Pablo Ave	\$3,365.02	0.37%
			Total	\$94,939.60	10.52%
001 0201 010 00	Redevelopment Agency City Of Oakland	822	Washington St	\$2,696.86	0.30%
002 0097 045 00	Redevelopment Agency City Of Oakland		12th St	\$4,076.94	0.45%
008 0620 009 03	Redevelopment Agency City Of Oakland	524	16th St	\$2,149.54	0.24%
008 0641 008 05	Redevelopment Agency City Of Oakland	540	17th St	\$21,515.06	2.38%
			Total	\$30,438.39	3.37%
002 0098 003 00	SF Bay Area Rapid Transit District		11th St	\$792.11	0.09%

These publicly owned parcels shall receive benefits, commensurate with the assessments paid into the Downtown CBD. There is no compelling evidence that these publicly owned parcels do not benefit equally to privately owned parcels and, thus, will be assessed in the same manner and rates as private parcels in the CBD.

Finding 6. From Section 4(b): “All assessments must be supported by a detailed engineer’s report prepared by a registered professional engineer certified by the State of California”.

This report serves as the “detailed engineer’s report” to support the benefit property assessments proposed to be levied within the Downtown CBD.

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Finding 7. From Section 4(c): “The amount of the proposed assessment for each parcel shall be calculated (along with) the total amount thereof chargeable to the entire district, the duration of such payments, the reason for such assessment and the basis upon which the amount of the proposed assessment was calculated.”

The individual and total parcel assessments attributable to special property benefits are shown on Appendix 1 to the Management District Plan and this report. The District and resultant assessment payments will continue for ten years and may be renewed again at that time. The reasons (purposes) for the proposed assessments are outlined in Finding 2 above as well as in the Management District Plan. The calculation basis of the proposed assessment is attributed to the gross building area, land area and street frontage for commercial properties; net building area for residential uses and linear street frontage for parking lots and freestanding non-committed parking. There are two Benefit Zones identified.

Assessment Formula Methodology

Step 1. Select “Basic Benefit Unit(s)”

CBD assessment formulas typically are based on either property street frontage or parcel and building size or location, all which relate to the amount of special benefit conferred on a particular parcel and the proportionate assessment to be paid. The formula may base assessments on a single factor or a combination of factors.

Based on the specific needs and corresponding nature of the program activities to be funded by the Downtown CBD (i.e. sidewalk operations/beautification, district identity/signage, residential beautification projects/security (future), administration and contingency/reserves) it is the opinion of this Assessment Engineer that the assessment factors on which to base assessment rates relate directly to the proportionate amount of building area, land area, and street frontage. It has been determined that Zone 1 should generate approximately 75% of the total revenue and Zone 2, the remaining 25%.

For commercial uses, the interactive application of building area, land area and street frontage quantities are a proven method of fairly and equitably spreading special benefit costs to these primary beneficiaries (commercial uses) of CBD funded services, programs and improvements. Each of these factors directly relates to the degree of benefit each parcel will receive from CBD funded activities. Building area (gross) is a direct measure of the static utilization of each parcel and its corresponding impact or draw on CBD funded activities such as marketing/promotions, clean and safe, and, administration/contingency/reserves. In the opinion of this Assessment Engineer, the targeted weight of this factor, gross building area, should generate approximately 40% of the total CBD revenue in Zone 1 and 50% within Zone 2. Land area is a direct measure of the current and future development capacity of each parcel and, again, its

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corresponding impact or draw on CBD funded activities such as areawide image and physical enhancement, and, administration/contingency/reserves. In the opinion of this Assessment Engineer, the targeted weight of this factor, land area, should generate approximately 20% of the total CBD revenue within both Zones 1 and 2. Street frontage is a direct measure, again, of the static utilization of each parcel and its corresponding impact or draw on CBD funded activities such as maintenance, areawide image and physical enhancement, and, administration/contingency/reserves. In the opinion of this Assessment Engineer, the targeted weight of this factor, street frontage, should generate approximately 40% of the total CBD revenue within Zone 1 and 30% within Zone 2.

It is noted that ground floor commercial condominiums (future) will be treated like independent “mini” commercial buildings and assessed based on their divided building area, the footprint of the land area they cover (same as their divided building area) and the amount of direct street frontage towards the exterior of the building, if any, that they possess. Upper floor commercial condominiums will be assessed based only on their divided building area since they do not directly cover the hypothetical ground/land plane nor do they possess direct street frontage. This is not unlike other commercial buildings where ground floor retail/service spaces are typically triple net leases where assessments can be directly passed on to tenants by property owners via individual leases whereas upper office floors are typically gross leases where assessments are often absorbed by property owners, possibly until such time as leases are renegotiated.

It is noted that land and building areas devoted to parking represent unique situations that require special assessment methodology. Structured parking fully integrated within, and primarily dedicated to a commercial building on the same parcel of land represents ancillary building area that does not add to the impact or draw on CBD funded activities. Therefore in the opinion of this Assessment Engineer, such parking areas will be deducted from the total gross building area and will not be assessed. Freestanding parking structures and surface lots, whether privately or publicly owned and used primarily for general public parking will add to the impact and draw of CBD funded activities such as clean and safe, and, administration/contingency/reserves. In the opinion of this Assessment Engineer, such freestanding/uncommitted parking would be assessed the same way commercial uses are assessed; i.e. gross building area (if any), land area and street frontage.

Relative to residential uses in traditionally commercially zoned areas, more and more business districts are, by design and creative zoning, becoming cores of highly active mixed use new developments and/or adaptive re-use of antiquated under-utilized or formerly empty upper building spaces. These uses are no longer just an ancillary hidden stepchild but are instead a major stakeholder component with unique needs and impacts on the contemporary urban setting. While residents may indeed not benefit from traditional business related activities such as marketing/promotions and certain image campaigns targeting customers, they do require unique services on a more extensive 24/7 basis than even their commercial counterparts and have needs for special “residential neighborhood”

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oriented amenities. Since many of these residential units are either being built as, divided as, or converted to condominiums, the assessment methodology is different than for commercial assessments. In the opinion of this Assessment Engineer, the only factor logically that can be assessed for these residential uses is livable space (net building area per unit or complex) which is a measure of the impact and draw on CBD funded activities such as regular security sweeps and evening monitoring, installation of additional hanging plants, intensive sidewalk landscaping, extra trash cans, and dog waste distribution boxes. The weight of this factor, livable space, will be determined as future residential developments and conversions occur.

The “Basic Benefit Units” for commercial uses will be expressed as a combined function of commercial (gross) building square footage (Benefit Unit “A”), commercial land square footage (Benefit Unit “B”), and commercial street frontage (Benefit Unit “C”). In addition, residential use assessments will be based on livable (net) building space square footage (Benefit Unit “D”). Based on the shape of the Downtown CBD, as well as the nature of the District program elements, it is determined that all properties will gain a direct and proportionate degree of benefit based either on the respective amount of building size (net or gross), parcel size, and street frontage within two benefit zones.

Step 2. Quantify Total Basic Benefit Units

Taking into account all identified benefiting properties and their respective assessable benefit units, there are within Benefit Zone 1 – 3,866,500 Benefit Units A-1, 1,053,717 Benefit Units B-1, 15,604 Benefit Units C-1, and 0 Benefit Units D-1. Within Benefit Zone 2 there are – 1,928,447 Benefit Units A-2, 340,526 Benefit Units B-2, 4,589 Benefit Units C-2, and 0 Benefit Units D-2.

Step 3. Calculate Benefit Units for Each Property.

The number of Benefit Units for each identified benefiting parcel within the Downtown CBD was computed from data extracted from City of Oakland land records as well as County of Alameda Assessor records and maps. These data sources delineate current land uses, property areas and dimensions of record for each tax parcel. While it is understood that this data does not represent legal field survey measurements or detailed title search of recorded land subdivision maps or building records, it does provide an acceptable basis for the purpose of calculating property based assessments. All respective property data being used for assessment computations will be provided to each property owner in the CBD for their review. All known or reported discrepancies, errors or misinformation will be corrected.

Step 4. Determine Assessment Formula

Based on the nature of the programs to be funded as well as other rationale outlined in Step 1 above, it has been determined that the Downtown CBD assessments will be based on building area (net or gross), land area, and street

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frontage within two benefit zones. Within Zone 1, the targeted assessment formula component weights for commercial parcels are: 40% (40.9755% when adjusted) for gross building area – Benefit Unit A-1, 20% (21.35698% when adjusted) for land area – Benefit Unit B-1, and, 40% (37.66747% when adjusted) for street frontage- Benefit Unit C-1. The targeted assessment formula component weight for residential uses is to be determined for livable (net) building space – Benefit Unit D-1 as new developments and conversions occur.

Within Zone 2, the targeted assessment formula component weights for commercial parcels are: 50% (50.23189% when adjusted) for gross building area – Benefit Unit A-2, 20% (20.88458% when adjusted) for land area – Benefit Unit B-2, and, 30% (28.88835% when adjusted) for street frontage- Benefit Unit C-2. The targeted assessment formula component weight for residential uses is to be determined for livable (net) building space – Benefit Unit D-2 as new developments and conversions occur.

When adjusted, Zone 1 will generate 75.16130% of the total revenue and Zone 2, the remaining 24.83869%.

Computing Zone 1 Assessment Formula Unit Costs:

$$\text{(Benefit Unit "A-1")} = \$902,793 \times 75.16130\% \times 40.97555\% / 3,866,500 \text{ sq ft} = \$0.07191/\text{sq ft}$$

$$\text{(Benefit Unit "B-1")} = \$902,793 \times 75.16130\% \times 21.35698\% / 1,053,717 \text{ sq ft} = \$0.13753/\text{sq ft}$$

$$\text{(Benefit Unit "C-1")} = \$902,793 \times 75.16130\% \times 37.66747\% / 44,144 \text{ lin ft} = \$16.38/\text{lin ft}$$

$$\text{(Benefit Unit "D-1")} = \text{assigned future assessment rate} = \$0.30/\text{sq ft (net)}$$

Computing Zone 2 Assessment Formula Unit Costs:

$$\text{(Benefit Unit "A-2")} = \$902,793 \times 24.83869\% \times 50.23189\% / 1,928,447 \text{ sq ft} = \$0.05841/\text{sq ft}$$

$$\text{(Benefit Unit "B-2")} = \$902,793 \times 24.83869\% \times 20.83893\% / 340,526 \text{ sq ft} = \$0.13753/\text{sq ft}$$

$$\text{(Benefit Unit "C-2")} = \$902,793 \times 24.83869\% \times 28.88835\% / 4,589 \text{ lin ft} = \$14.114/\text{lin ft}$$

$$\text{(Benefit Unit "D-2")} = \text{assigned future assessment rate} = \$0.30/\text{sq ft (net)}$$

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The assessment formula for commercial parcels and ground floor commercial condominiums is:

ZONE 1

GROSS OR DIVIDED BUILDING AREA (SQ FT) x \$0.07191/sq ft +
LAND AREA (SQ FT) x \$0.13753/sq ft +
STREET FRONTAGE (LIN FT) x \$16.38/lin Ft

ZONE 2

GROSS OR DIVIDED BUILDING AREA (SQ FT) x \$0.05841/sq ft +
LAND AREA (SQ FT) x \$0.13753/sq ft +
STREET FRONTAGE (LIN FT) x \$14.114/lin Ft

The assessment formula for upper floor commercial condominiums is:

ZONE 1

DIVIDED BUILDING AREA (SQ FT) x \$0.07191/sq ft

ZONE 2

DIVIDED BUILDING AREA (SQ FT) x \$0.05841/sq ft

The assessment formula for commercial parcels with residential condominiums (future) is:

ZONE 1 & 2

NET LIVABLE BUILDING SPACE x \$0.30/sq ft (net)

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT

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Step 5. Estimate Total District Costs

The total District costs for the life of the CBD are projected to be as shown below in Table 1.

TABLE 1
Total Year 1-10 District Costs

Projected Budget	2009	2010	2011	2012	2013
Sidewalk Operations & Beautification (61%)	\$552,000.00	\$579,600.00	\$608,580.00	\$639,009.00	\$670,959.45
DISI (10%)	\$90,000.00	\$94,500.00	\$99,225.00	\$104,186.25	\$109,395.56
Enhanced Residential Special Benefit Services	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Administrative and Corporate Relations (20%)	\$180,000.00	\$189,000.00	\$198,450.00	\$208,372.50	\$218,791.13
Contingency/ Reserve (9%)	\$80,793.00	\$84,832.65	\$89,074.28	\$93,528.00	\$98,204.40
Total (100%)	\$902,793.00	\$947,932.65	\$995,329.28	\$1,045,095.75	\$1,097,350.53

Projected Budget	2014	2015	2016	2017	2018
Sidewalk Operations & Beautification (61%)	\$704,507.42	\$739,732.79	\$776,719.43	\$815,555.40	\$856,333.18
DISI (10%)	\$114,865.34	\$120,608.61	\$126,639.04	\$132,970.99	\$139,619.54
Enhanced Residential Special Benefit Services	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Administrative and Corporate Relations (20%)	\$229,730.68	\$241,217.22	\$253,278.08	\$265,941.98	\$279,239.08
Contingency/ Reserve (9%)	\$103,114.62	\$108,270.35	\$113,683.86	\$119,368.06	\$125,336.46
Total (100%)	\$1,152,218.06	\$1,209,828.96	\$1,270,320.41	\$1,333,836.43	\$1,400,528.25

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT
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Step 6. Separate General Benefits from Special Benefits and Related Costs (Prop 218)

All benefits derived from the assessments outlined in the Management District Plan are for supplemental services, programs and improvements directly benefiting the property owners within this area. All CBD funded activities are provided solely to properties within the Downtown CBD. All services will be delivered only within the boundaries and designed only for the direct special benefit of the assessed properties in the CBD. No services will be provided to non-assessed parcels outside the CBD boundaries. Any potential spill over effect is unquantifiable as previously discussed in this report. Thus, all general benefits (if any) within or outside of the CBD, are inadvertent, intangible and immeasurable.

Total District revenues are shown below in Table 2.

TABLE 2
Total Year 1 District Revenues

Funding Source	Subtotal Revenue	% of Total
CBD Assessments	\$902,793	100.00%
TOTAL DISTRICT REVENUE	\$902,793	100.00%

Step 7. Calculate “Basic Unit Cost”

With a Year 1 budget of \$902,793 (special benefit only), the Basic Unit Costs are shown above in Step 4. Since the CBD is being established for a ten year term, maximum assessments for future years (Years 2 through 10) must be set at the inception of the CBD. An annual flat inflationary rate increase of up to 5% may be imposed for Years 2-10, on approval by the CBD Property Owner’s Association relative to local CPI increases. The maximum annual rates for Years 1-10 are shown in Table 3 below:

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT
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TABLE 3

Year 1-10 Maximum Assessment Rates/Unit

ZONE 1

Projected Assessment	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Linear Feet	\$16.38	\$17.20	\$18.06	\$18.96	\$19.91	\$20.91	\$21.95	\$23.05	\$24.20	\$25.41
Lot Square Footage	\$0.13753	\$0.14	\$0.15	\$0.16	\$0.17	\$0.18	\$0.18	\$0.19	\$0.20	\$0.21
Building Square Footage	\$0.0719	\$0.08	\$0.08	\$0.08	\$0.09	\$0.09	\$0.10	\$0.10	\$0.11	\$0.11
Residential Building Square Footage	\$0.30	\$0.32	\$0.33	\$0.35	\$0.36	\$0.38	\$0.40	\$0.42	\$0.44	\$0.47

ZONE 2

Projected Assessment	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Linear Feet	\$14.114	\$14.82	\$15.56	\$16.34	\$17.16	\$18.01	\$18.91	\$19.86	\$20.85	\$21.90
Lot Square Footage	\$0.13753	\$0.14	\$0.15	\$0.16	\$0.17	\$0.18	\$0.18	\$0.19	\$0.20	\$0.21
Building Square Footage	\$0.05841	\$0.06	\$0.06	\$0.07	\$0.07	\$0.07	\$0.08	\$0.08	\$0.09	\$0.09
Residential Building Square Footage	\$0.30	\$0.32	\$0.33	\$0.35	\$0.36	\$0.38	\$0.40	\$0.42	\$0.44	\$0.47

Step 8. Spread the Assessments

The resultant assessment spread calculation results for each parcel within the CBD are shown in the Addendum attached hereto and were determined by applying the District assessment formula to each identified benefiting property.

ADDENDUM

YEAR 1 ASSESSMENT ROLL

DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT
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APN	YR 1 ASSESSMENT	APN	YR 1 ASSESSMENT
001 0201 001 00	\$3,316.58	003 0065 002 00	\$8,698.99
001 0201 002 00	\$3,457.28	003 0065 007 02	\$2,580.46
001 0201 003 00	\$3,555.14	003 0065 009 02	\$24,667.20
001 0201 004 00	\$4,876.09	003 0067 001 00	\$28,719.48
001 0201 005 00	\$1,874.06	003 0067 002 00	\$10,891.20
001 0201 006 00	\$3,072.07	008 0619 001 01	\$9,493.51
001 0201 007 00	\$2,976.20	008 0619 004 01	\$43,294.67
001 0201 008 00	\$753.33	008 0619 008 01	\$27,296.71
001 0201 009 00	\$1,506.65	008 0619 009 01	\$3,428.60
001 0201 010 00	\$2,696.86	008 0620 001 00	\$2,993.57
001 0201 011 00	\$2,563.24	008 0620 002 00	\$1,112.88
002 0047 003 00	\$4,518.42	008 0620 003 00	\$969.54
002 0047 004 00	\$310.39	008 0620 004 00	\$2,255.55
002 0047 005 00	\$1,506.65	008 0620 005 00	\$13,795.75
002 0047 006 00	\$2,255.99	008 0620 006 00	\$4,469.57
002 0047 007 00	\$6,042.79	008 0620 007 00	\$1,148.04
002 0047 008 00	\$6,022.55	008 0620 009 03	\$2,149.54
002 0047 009 00	\$3,811.04	008 0620 009 07	\$6,493.27
002 0047 010 00	\$3,195.99	008 0620 010 00	\$6,226.99
002 0047 011 00	\$4,892.65	008 0620 011 06	\$991.96
002 0047 012 00	\$34.11	008 0620 014 04	\$3,365.02
002 0047 013 00	\$630.79	008 0620 019 00	\$7,538.18
002 0051 001 00	\$9,714.12	008 0621 001 00	\$8,501.58
002 0051 002 00	\$6,459.92	008 0621 002 00	\$1,496.13
002 0051 003 00	\$6,034.74	008 0621 003 00	\$1,319.42
002 0051 004 00	\$9,207.51	008 0621 004 00	\$1,171.62
002 0051 005 00	\$13,795.51	008 0621 005 00	\$897.15
002 0051 006 02	\$9,905.67	008 0621 006 00	\$3,807.26
002 0051 013 01	\$43,225.34	008 0621 007 00	\$2,694.10
002 0053 001 00	\$32,095.38	008 0621 008 04	\$1,265.82
002 0053 002 00	\$10,684.69	008 0621 008 06	\$9,624.74
002 0053 003 01	\$6,183.27	008 0621 008 07	\$4,522.55
002 0053 005 00	\$2,826.48	008 0621 009 00	\$5,361.20
002 0053 006 00	\$3,770.94	008 0621 010 00	\$4,785.99
002 0053 007 00	\$6,761.72	008 0621 011 00	\$16,485.38
002 0053 008 00	\$2,173.97	008 0622 001 02	\$89.02
002 0094 001 00	\$26,695.87	008 0622 001 03	\$1,105.17
002 0095 001 00	\$25,886.02	008 0622 001 04	\$690.40
002 0096 001 00	\$0.00	008 0622 001 05	\$6,139.39
002 0096 003 00	\$19,029.67	008 0622 002 00	\$5,382.18
002 0097 001 00	\$25,965.61	008 0622 003 00	\$2,039.17
002 0097 023 00	\$15,475.06	008 0622 004 00	\$2,894.88
002 0097 024 00	\$16,192.39	008 0622 005 01	\$14,549.28
002 0097 042 00	\$50,808.93	008 0622 007 00	\$3,626.21
002 0097 044 00	\$44,865.02	008 0622 008 01	\$3.71
002 0097 045 00	\$4,076.94	008 0622 008 02	\$61.48
002 0098 002 00	\$41,192.48	008 0622 008 03	\$6.46
002 0098 003 00	\$792.11	008 0622 008 04	\$4,135.60
003 0065 001 00	\$1,327.52	008 0622 012 01	\$0.00

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008 0622 012 02	\$0.00	008 0640 011 00	\$5,200.90
008 0622 012 03	\$0.00	008 0640 012 00	\$2,679.13
008 0622 012 04	\$0.00	008 0640 013 00	\$1,319.99
008 0622 012 05	\$0.00	008 0640 014 00	\$1,747.91
008 0622 012 06	\$0.00	008 0640 015 00	\$1,196.29
008 0622 012 07	\$13,539.22	008 0640 016 00	\$1,072.72
008 0622 013 00	\$3,256.84	008 0640 017 00	\$6,209.27
008 0623 007 00	\$4,651.30	008 0641 005 00	\$3,875.86
008 0623 008 00	\$7,431.09	008 0641 006 01	\$6,233.37
008 0623 009 00	\$1,478.71	008 0641 008 05	\$21,515.06
008 0623 010 00	\$4,417.17	008 0641 011 01	\$2,716.39

EXHIBIT B

(to the Resolution of Intention to Form the Downtown Oakland CBD)

**CITY OF OAKLAND
DOWNTOWN OAKLAND COMMUNITY BENEFIT DISTRICT OF 2008
PROPERTY OWNER BALLOT**

This ballot is for the property owners of the parcel(s) identified below by Assessment Parcel Numbers (APN), which parcel(s) are located within the proposed Downtown Oakland Community Benefit District (CBD) of 2008, in the City of Oakland. Please advise the City of Oakland as soon as possible at (510) 238-7405 if the information set forth below is incorrect.

This ballot may be used to express either support for or opposition to the proposed Downtown Oakland CBD assessment. In order to be counted, this ballot must be completed, signed, and dated below by an owner of the identified parcel(s) or by an authorized representative of the owner. The ballot must be returned to the City Clerk of Oakland either by mail or in person to: Office of the City Clerk, Oakland City Hall, One Frank H. Ogawa Plaza, First Floor, Oakland, CA, 94612, ATTN: Downtown Oakland CBD. If a majority of ballots received (as weighted by assessment) oppose the Downtown Oakland CBD assessment, the Downtown Oakland CBD will not be established and the Downtown Oakland CBD assessment will not be levied.

Mail Delivery: If by mail, fold and insert the ballot in the enclosed self-addressed stamped envelope, seal the envelope, and deposit in the U.S. mail.

Personal Delivery: If in person, fold and insert the ballot in the enclosed self-addressed envelope, seal the envelope provided and deliver to the City Clerk's office (address shown above) or deliver to the City Clerk at the public hearing on the Downtown Oakland CBD.

The assessment shall not be imposed if the ballots submitted in opposition to the assessment exceed the ballots submitted in favor of the assessment, with the ballots weighted according to the proportional financial obligation of the affected property.

IN ORDER TO BE COUNTED, THIS BALLOT MUST BE RECEIVED BY THE CITY CLERK PRIOR TO THE CLOSE OF THE PUBLIC INPUT PORTION OF THE PUBLIC HEARING ON THE DOWNTOWN OAKLAND CBD, WHICH IS SCHEDULED FOR JULY 15, 2008, AT 7:01 PM IN THE CITY COUNCIL CHAMBERS, OAKLAND CITY HALL, 1 FRANK OGAWA PLAZA, OAKLAND, CALIFORNIA 94612. To cast this ballot, check the appropriate box below (either yes or no), sign the ballot at the bottom, and return either this entire page or the portion below this line.

BALLOT

Please mark in the box below to cast your vote:

- YES**, I am in favor of the formation of the district and the proposed assessments against the parcel(s) identified on this ballot.
- NO**, I oppose the formation of the district and the proposed assessment against the parcel(s) identified on this ballot.

Owner	APN	Assessment
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Total Downtown Oakland CBD Assessment Amount (Votes Cast)

XXXXXXXX

NAME (PRINTED)

SIGNATURE